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MARVEL MASTERWORKS®
THE AMAZING SPIDER-MAN®
VOLUME 16

THE AMAZING SPIDER-MAN Nos. 156-168
& ANNUAL No. 10
LEN WEIN & ROSS ANDRU

MARVEL MASTERWORKS

PRESENTS

the AMAZING SPIDER-MAN

VOLUME 16

COLLECTING

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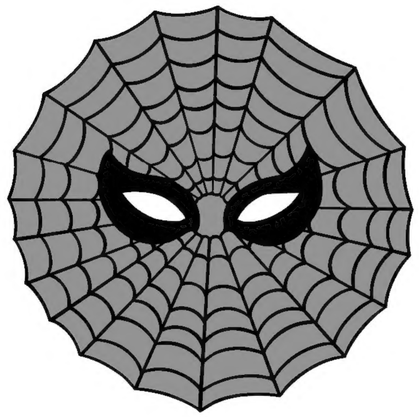
& ANNUAL No. 10

LEN WEIN • ROSS ANDRU



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INTRODUCTION
BY J.M. DEMATTEIS

In the late 1970s, when I was taking my first, very awkward, steps as a comic book writer—until then I'd been making my living, such as it was, playing in rock 'n' roll bands and dabbling in music journalism—I had a very simple rule that served me well: *The editor is always right.* I was hungry to work and the men and women sitting behind the desks, handing out the assignments, held the keys to the kingdom I so desperately wanted to enter. More important: they had knowledge and experience that they were willing to share.

Over the years young writers have occasionally come to me for guidance and some of them, when offered advice, become instantly defensive, wasting their time and mine by explaining exactly why they don't need to *take* that advice, why their stories are just fine, thank you, and shouldn't be altered. "Well, if it's just fine," I've often wondered, "what are you coming to *me* for?" I never saw things that way. I *wanted* to learn, I wanted to grow as a writer and soak in all that wisdom my editors had amassed. If one of them said, "No more than thirty-five words per panel, no more than 5.5 panels per page," well, then, I went home and counted every single word, averaged out my panels. If I was told that my dialogue was flat, I reworked it. If the brilliant (in my own mind, at least) sequence I labored over all night didn't work, I cut it.

The truth, of course, is that the editor *isn't* always right—sometimes he's spectacularly wrong—and it's a writer's responsibility to stand up for himself and his work and, when necessary, challenge his editors; but a neophyte writer still grappling with the fundamentals of his craft would do well to save his battles for a later date. One thing I intuited in those early days was that no matter what the editor asked of me—shy of requesting something morally or artistically abhorrent, which, for the record, never happened—I could take it as a challenge and, more important, *learn something from it.* Those early years at DC Comics were my Comic Book College: I was an overeager freshman and, happily, I had some superb professors.

None better than the man whose stories grace this volume: Len Wein.

When I first began working with Len, he was—despite being just past thirty—already a legend in the industry. This was the writer who, with the equally legendary Bernie Wrightson, created the groundbreaking *Swamp Thing* series. Unless you were around when that book debuted, you can't really grasp how truly revolutionary *Swamp Thing* was, how different from everything that had come before it. I remember being floored by the emotional power of the art, the pulp-poetry of the language and the big beating heart at the story's core. You couldn't read an issue of *Swamp Thing* without feeling something, without being moved.

If that series was all Len had done, his place in Comic Book Heaven would be secure, but he was also the guy who cocreated Wolverine, one of the most successful, and popular, characters in the medium's history…resurrected and revitalized the *X-Men* franchise…had memorable runs on everything from *Justice League* to *Hulk*, *Batman* to *Spider-Man* (we'll come back to him, don't worry)…and, oh, yes, was editor in chief of Marvel Comics along the way. As this volume will attest, Len could do slam-bang super-hero adventure with the best of them, but the hallmark of a Wein story wasn't the action, it was that aforementioned beating heart. All of Len's best work was, and remains (for he's as vital a writer now as he ever was), marked by a deep humanity and a profound compassion.

Which is why, when I entered his office in the spring of 1979, I counted myself among the lucky ones: I didn't realize just *how* lucky until I got to know Len. There are some writers whose work you admire, but then you meet them and it's impossible to make the leap from the words on the page to the person across the table: there seems to be some great cosmic disconnect—and, yes, a great disappointment, as well. (It's unfair to expect a writer or actor or musician to somehow be the embodiment of his art—the work alone should be more than enough—but we hope for it nonetheless.) With Len, though, the man and the work were one. He was just like his stories: charming, funny, eloquent and *all heart.* He extended that heart to me. There wasn't a hint of self-importance to the man. His editing style was warm and welcoming. He taught through encouragement, enthusiasm. Even if he didn't like a particular story—and, believe me, some of my early scripts were massively flawed—he never eviscerated the work, never bullied: just found a gentle way to guide me out of the morass of my own inexperience and onto solid creative ground.

In a very short time, Len became not just my editor, but my friend and first real mentor in the comic book business. He saw a spark of something special in my stories and, through his patient guidance, helped fan that spark into a

flame. There I was, an insecure, working-class kid from Brooklyn, uncertain of my own talent, wondering if I could carve a career for myself in this wonderful, and hugely peculiar, business—and there was The Legendary Len Wein providing the answer: "If you want it, you absolutely can." You can't put a price on that.

The humanity that Len radiates in both his life and work are on display in the *Amazing Spider-Man* tales in this collection. Having spent many years writing the character, I know what a delicate balance these stories require: you need big action and big villains, of course (and you'll find plenty of both here as Spidey grapples with Doctor Octopus, Hammerhead, Stegron, the Lizard and Will o' the Wisp, among others) but you also need humor—along with being one of the most psychologically complex characters in super hero comics, Peter Parker's also one of the funniest—and, perhaps most difficult, a grounded, emotional reality. We believe in Peter because he's a reflection of all of us. He's a flesh-and-blood, deeply flawed human being, struggling—and, yes, sometimes failing—to do his best in extraordinary circumstances. In order for all the fantastic elements to work, we have to *believe* in Peter, Aunt May, Mary Jane and the rest of this classic cast. With Len at the helm, rooting these stories in Peter's humor and humanity, it's easy to believe.

That belief is heightened, immeasurably, by the artwork of Ross Andru. For a period in the 1970s, Andru was the definitive Spider-Man artist—he drew the book for five solid years—and, rereading these stories, it's easy to see why: for one thing, the man could *really draw,* not just people, but landscapes (Spider-Man's New York rarely looked more authentic than it did during Andru's tenure. There's nothing generic here, it's a living, breathing city); for another, he was a consummate visual storyteller, the single most important element in comic book art. And the work is *dynamic*: just flip through this book and see how the characters move across the page with the kind of life and energy that the best comic books demand. That's not surprising, of course: Andru had a celebrated career well before he started working for Marvel, including long stints on DC's *Wonder Woman* and *Metal Men*. By the time he took up the reins of *Amazing Spider-Man*, he was a master craftsman.

In a 2008 interview, Len described Ross as "a terrific guy. A gentleman. And one of the most self-effacing people I've ever known. He had no idea how good he was as an artist. He thought of himself as a journeyman; just thought he worked really hard and he'd pencil and pencil until he got it right. But he was a master storyteller, and a dedicated artist." That dedication shows in every page, every panel, of these stories. It's no wonder that, when Marvel and DC launched their first major inter-company crossover—the tabloid-sized *Superman vs. The Amazing Spider-Man*—Andru was chosen to illustrate it.

Chemistry between writers and artists is as magical and indefinable as chemistry between lovers: it's either there or it's not. I've seen comic book stories where the writing is strong, the art is excellent, and yet there's some intangible element that's missing. But when the chemistry is there, you know: it leaps off the page, excites the pulse and the imagination. Lucky for us, Len and Ross had that creative chemistry and built on it month after month.

If you're reading these fourteen Spider-Man tales for the first time, prepare to be hugely entertained. If you're returning to them after years away, I suspect you'll find them every bit as good as you remember.

And, Len: thanks.

2013

Eisner Award winner J.M. DeMatteis has written the adventures of Marvel and DC icons like Spider-Man and the Justice League. He is perhaps best known for the personal visions of Moonshadow *and* Brooklyn Dreams*, as well as the all-ages fantasy* Abadazad*. DeMatteis—who also writes novels, television and film—lives in upstate New York.*

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the AMAZING SPIDER-MAN®

TO BEAT ME, WEBHEAD--YOU HAVE TO FIND THE REAL ME FIRST!

AND YOU'RE NOT GOING TO LIVE LONG ENOUGH TO DO THAT!

AT LAST! THE LONG-AWAITED WEDDING OF BETTY BRANT and NED LEEDS!

INTRODUCING THE MOST MIND-BOGGLING WEDDING GUEST OF ALL-- THE MURDEROUS MIRAGE!

JV 258

Stan Lee PRESENTS: A MINOR *MILESTONE* IN THE EVER-EXCITING LIFE OF...

THE AMAZING SPIDER-MAN™

Len Wein : WRITER / EDITOR
Ross Andru : ILLUSTRATOR
Mike Esposito : DELINEATOR
Glynis Wein : COLORIST
Gaspar : LETTERER
request the honor of your presence at the long-awaited wedding of BETTY BRANT and NED LEEDS today at Morgan's of Malverne. Reception to follow.
Marv Wolfman : CATERER

BETTER GET OUT YOUR SUNDAY BEST, MARVELITE. WE GUARANTEE THIS IS ONE AFFAIR YOU DO NOT WANT TO MISS!

OH, THAT'S JUST SWELL!

THE SUN IS COMING UP ALREADY--AND I HAVEN'T EVEN BEEN TO BED YET!

I TELL YA--I'VE GOTTA GET OUT OF THIS BUSINESS! THE HOURS ARE KILLIN' ME!

ON A CLEAR DAY, YOU CAN SEE... THE MIRAGE!

I SPEND THE WHOLE *NIGHT* CHASING AROUND THE CITY, BREAKING MY CHOPS TRYING TO CATCH THE *MURDERER* OF ARMSTRONG SMITH, THE MAN THAT IN-VENTED THE *W.H.O.* COMPUTER--

--ONLY TO DIS-COVER THAT *W.H.O.* REALLY *DONE* IT!*

*ALL DETAILED **LAST ISH**, AS IF YOU COULDN'T **GUESS**. --LEN.

RIGHT NOW, ALL I WANT IS A HOT *SHOWER*, A GLASS OF COLD *MILK*, AND A FEW HOURS' *SLEEP*.

GOT TO BE BRIGHT-EYED AND BUSHY-TAILED FOR NED AND BETTY'S *WEDDING* THIS AFTER-NOON!

AFTER ALL, THE *BEST MAN* SHOULDN'T SHOW UP WITH SUIT-CASE-SIZED *BAGS* UNDER HIS EYES!

BUT WHAT YOU WANT, WEBHEAD--

HUH? MY SPIDER-SENSE-- TINGLING--!

*--IS NOT NECESSARILY WHAT YOU'RE GOING TO **GET**!*

BWHOOM

HUHNNFF!!

THOUGHT YA COULD *SNEAK UP* ON ME, *HAH?* WELL, YA PICKED THE WRONG PATSY *THIS* TIME, PERVERT!

WH-WHAT *HIT* ME? LOOKS LIKE...

...A BROOM?

I KNOW ALL *ABOUT* YOU ANIMALS--PROWLIN' THE CITY'S *ROOFTOPS*-- PREYIN' ON INNOCENT *WOMEN*--!

BAFF

WELL, YA AIN'T GONNA PREY ON *ME*, BUSTER!

CRIPES! IT'S MRS. MUGGINS... MY LANDLADY!

SHE MUST'VE BEEN HANGING OUT HER WASH WHEN I LANDED ON THE ROOF!

NO FREAKY-LOOKIN' SEX FIEND IS GONNA GO PROWLIN' AROUND MY APARTMENT BUILDIN'!

THIS USED TA BE A GOOD NEIGHBOR-HOOD--

WHOP!

--AN' I AIM TA KEEP IT THAT WAY!

OOOOOPS!

OH NO! I KILLED 'IM!!

IT WAS AN ACCIDENT! I DIDN'T MEAN TO... HUH?

TH-THERE AIN'T NO BODY DOWN THERE! THE PERVERT'S DIS-APPEARED--LIKE HE WAS NEVER EVEN THERE!

MY HUSBAND BARNEY WAS RIGHT! I JUST GOTTA STOP TAKIN' THEM MEDICINAL NIPS IN THE MORNIN'!

BLESS YOUR BESOTTED LITTLE HIDE, MRS. MUGGINS. YOU JUST GO RIGHT ON THINKING YOURS TRULY WAS ONLY AN HALLUCI-NATION, EXACTLY AS I PLANNED--

--SO YOU WON'T START WONDERING WHAT SPIDER-MAN WAS DOING ON THE ROOF OF PETER PARKER'S APARTMENT!

MAN, THIS HAS SIMPLY NOT BEEN MY NIGHT!

I'D BETTER JUST GRAB THAT GLASS OF MILK AND...

MILK

YUCKKK! IT'S SOUR!

PARKER MY BOY, I'VE GOT A FEEL-ING IT ISN'T GONNA BE YOUR DAY EITHER!

FRANKLY, PETER, YOUR HASSLES ARE NOTHING COMPARED TO THE PROBLEMS OF A CERTAIN BOWERY DERELICT WE'VE MET A TIME OR TWO BEFORE *...

MY NEED HAS GROWN TOO GREAT TO BE DENIED ANY LONGER!

AS SOON AS THAT PATROL CAR IS SAFELY OUT OF RANGE, I SHALL BREAK INTO THAT LIQUOR STORE ACROSS THE STREET AND...

POLICE

* SPIDEY'S #152 & 154, TO BE EXACT, FOOTNOTE-FANS.--Len

NO! THE HACKLES--RISING ON MY NECK--! IT CAN'T BE-- BUT IT'S TRUE!

HE'S FOUND ME AGAIN!

GO AWAY, CURSE YOU! I'LL STAND FOR NO MORE OF YOUR...

NO! STAY BACK! KEEP AWAY FROM ME!

I-I'M SORRY I LEFT YOU! I DIDN'T MEAN FOR IT TO HAPPEN LIKE THAT!

I'LL DO ANY-THING TO MAKE IT UP TO YOU-- BUT DON'T TOUCH ME! JUST DON'T TOUCH--

EH? H-HE'S GONE AGAIN!

BUT HE'S LEFT ME SHIVERING LIKE A FRIGHTENED CHILD!

I CAN'T STAND IT ANY MORE-- THE EVER-PRESENT, ALL-PERVASIVE FEAR--THE INDIGNITY HEAPED UPON INDIGNITY--!

THERE HAS TO BE AN END TO IT!

AND I KNOW OF ONLY ONE PERSON IN ALL THE WORLD WHO CAN HELP ME!

AND AS OUR RAGTAG FRIEND RUSHES OFF IN QUEST OF HIS UN-NAMED ALLY, LET'S TAKE A QUICK HOP FROM THE GARBAGE-STREWN STREETS OF THE BOWERY...

...TO THE PLUSH PENTHOUSE OF J. JONAH JAMESON!

JONAH MY MAN, YOU'RE THE VERY PICTURE OF SARTORIAL SPLENDOR--

--A FITTING CHOICE INDEED TO GIVE THE BRIDE AWAY!

SO WHY DOES THERE SEEM TO BE SOMETHING LACKING?

HAIR IS COMBED... SHOES ARE POLISHED... TIE IS ON STRAIGHT... SO THEN WHAT IS...?

OH, OF COURSE!

THERE YOU GO.

PERFECT!

AND AS OUR PEERLESS PUBLISHER, STILL GRINNING LIKE A SEA-SICK SHARK, STEPS FROM HIS EAST SIDE APARTMENT...

TAXI!

...A DAPPER FLASH THOMPSON AMBLES FROM HIS ROCKAWAY DIGGINGS...

HOPE HARRY MANAGES TO FIND HIS WAY ALL RIGHT!

...AN EXCITED MAY PARKER AND ANNA MAY WATSON LEAVE THEIR FOREST HILLS HOME...

DID I EVER TELL YOU MY PETER USED TO GO WITH BETTY BRANT, ANNA?

YES, MAY DEAR!

...A SMILING LIZ ALLEN STROLLS DREAMILY FROM HER STATEN ISLAND ROOMING HOUSE...

FUNNY HOW THINGS WORK OUT!

BACK IN HIGH SCHOOL, I WAS SURE PETER AND BETTY MADE A PERFECT PAIR. PEOPLE CERTAINLY CHANGE!

...JOE ROBERTSON AND HIS FAMILY DEPART THEIR SUBURBAN SPLIT-LEVEL...

WE'RE READY, JOE DEAR!

HURRY, DARLING. YOU AND RANDY DON'T WANT TO BE LATE FOR THE WEDDING, DO YOU?

...AND PETER PARKER STRIDES FROM HIS CHELSEA...

HEY, WHERE THE HECK IS PARKER?

LET'S SEE, THE *LEFT* END GOES OVER THE RIGHT...

NO, *THAT'S* NOT IT.

HOW ABOUT PUTTING THE *RIGHT* END THRU THE...

RATS!

FOR THREE CENTS, I WOULD GLADLY *STRANGLE* THE STUPID IDIOT WHO IN-VENTED THE *BOW-TIE!*

WHY DIDN'T I BUY A *CLIP-ON* TIE LIKE AUNT MAY *TOLD* ME...

NOK! NOK

SWELL. *NOW* WHAT?

LOOK, IF YOU'RE *SELLING* ANYTHING, I DON'T...

CHECKED YOUR *HOUR GLASS* LATELY, TIGER? YOU'RE RUNNING *LATE.*

OH, *HI,* MARY JANE.

DON'T I *KNOW* IT! I JUST CAN'T GET THIS BLASTED *TIE* TIED!

THAT SHOULD BE THE *WORST* OF YOUR WORRIES, BROWN-EYES.

BELIEVE ME, MJ--I ONLY WISH IT *WAS!*

I KNOW WHAT YOU'RE *IMPLYING,* PETEY--AND I'M HONESTY *SORRY* ABOUT THE WAY I'VE BEEN *ACT-ING* LATELY -- BECOMING SO *POSSESSIVE* AND ALL. THAT'S NOT USUALLY MY *STYLE.*

I'LL TRY NOT TO LET IT HAPPEN *AGAIN,* OKAY?

OKAY, RED-- ANYTHING YOU *SAY!*

THERE. *FINISHED!* AND NEAT AS THE PROVERBIAL *PIN!*

NOW WHAT SAY YOU GET YOUR *JACKET* ON-- AND WE GET *GOING?*

YOU KNOW, MJ--YOU'D MAKE SOMEONE A WON-DERFUL *SOME-THING!*

IF YOU'RE NOT *CAREFUL,* MR. PARKER--I MIGHT JUST TAKE YOU *UP* ON THAT.

K-TOOM!

MORGAN'S OF MALVERNE! NED LEEDS AND BETTY BRANT HAD BEEN LUCKY TO BOOK THE CUPID ROOM FOR TODAY--

--BUT THEN, MORGAN'S IS THE PLACE FOR SPECIAL OCCASIONS--

--WHAT WITH THE SHAPIRO, JABBAR, O'HARA, AND CAL-HOON WEDDINGS OCCUPYING ALL THE OTHER ROOMS--

--AND WITH GOOD REASON!

WOW! LOOK AT THE SIZE OF THIS PLACE!

WE'RE GONNA NEED A SHERPA GUIDE TO HELP US FIND NED AND BETTY'S WEDDING.

OR YOU COULD BE DARING, TIGER-- AND ASK THE GUY AT THE INFOR-MATION DESK.

ORMATION

AND AFTER THE PROPER WEDDING PARTY HAS BEEN LOCATED...

YOU GO FIND BETTY, MJ. I'M GONNA GRAB MYSELF A CANAPE OR TWO!

I HAVEN'T HAD A BITE TO EAT SINCE YES-TERDAY!

BON APPETITE, BROWN-EYES!

WELCOME TO THE DAY OF THE LOCUST!

LOOKS LIKE NED AND BETTY INVITED THE ENTIRE BUGLE STAFF!

I'M LUCKY THERE WAS STILL A DOILY LEFT BY THE TIME I GOT TO THE TABLE, BUT I GUESS THESE LITTLE HOT DOGS ARE BETTER THAN...

HEY, PETEY--STOW THE CHOW! THE CEREMONY IS ABOUT TO BEGIN!

I KNEW IT-- I'M DESTINED TO STARVE TO DEATH!

STOMACH STILL GROWLING, PETER PARKER JOINS NED LEEDS BEFORE THE ALTAR, THEN BEAMS WITH A SPECIAL PRIDE AS MARY JANE WATSON STEPS SOFTLY DOWN THE AISLE, FOLLOWED BY A BEAUTIFULLY-BEDECKED BETTY BRANT.

NO BRIDE HAS EVER LOOKED LOVELIER.

DEARLY BELOVED, WE ARE GATHERED TODAY TO JOIN THIS MAN AND THIS WOMAN IN THE BONDS OF HOLY MATRIMONY...

GOOD LUCK, BETTY! NO ONE EVER DESERVED HAPPINESS MORE THAN YOU.

HANG IN THERE, NED. JUST TRY NOT TO FAINT TILL IT'S OVER!

AND AS THE MINISTER'S DULCET TONES FILL THE CUPID ROOM WITH SMILES AND TEARS, WE, UNFORTUNATELY, MUST RETIRE TO THE LOBBY FOR A MOMENT--

--FOR SOMETHING'S ABOUT TO HAPPEN THERE THAT WE'VE JUST GOT TO SEE!

IS THERE SOMETHING I CAN DO FOR YOU, GENTLEMEN?

AS A MATTER OF FACT, THERE IS!

YOU CAN GO DIRECTLY TO SLEEP, BUSTER-- DO NOT PASS GO, DO NOT COLLECT SOCIAL SECURITY!

WHAT--? Y-YOUR CLOTHING -- IT'S CHANGED TO...

UUHHNN!!

PFUT!

NOBODY'LL NOTICE THIS GUY ONCE I TUCK HIM UNDER THE COUNTER-- AND THAT TRANK-DART WILL KEEP HIM OUT FOR HOURS!

NOW WE SEAL OFF THE BUILDING-- AND DO WHAT WE CAME HERE TO DO!

NOW WHAT, BOSS?

THERE ARE A HALF-DOZEN WEDDINGS UNDER WAY HERE TODAY--GUESTS ALL CARRYING LARGE AMOUNTS OF MONEY FOR GIFTS--WOMEN ALL WEARING THEIR MOST EXPENSIVE JEWELRY--!

WELL, WE'VE JUST INVITED OURSELVES TO ALL THOSE WEDDINGS--

--AND WE'RE GOING TO HELP OURSELVES TO A MINOR FORTUNE!

THE GAUDILY-CLAD THIEVES MOVE SWIFTLY. FIRST, THE SHAPIRO WEDDING...

OKAY, EVERYONE DO PRECISELY AS I SAY-- AND NOBODY GETS HURT!

OY VAY!

CLAT

CLAT

CLAT CLAT

..THEN THE JABBAR WEDDING...

SORRY TO BOTHER YOU, FOLKS--SO WE'LL JUST TRY TO ROB YOU AS QUICKLY AS POSSIBLE!

CLAKETY CLAKETY

...THEN THE O'HARA WEDDING...

JUST PUT ALL YOUR CASH AND JEWELRY INTO THE SUITCASE --!

CLAK CLAK

CLAK CLAK

...AND FINALLY...

...AND IF THERE IS ANYONE WHO CAN SHOW JUST CAUSE WHY THESE TWO SHOULD NOT BE WED, LET HIM SPEAK NOW OR FOREVER...

HOLD IT!!

WHO..?

ALLOW ME TO INTRODUCE MYSELF, PEOPLE! I AM CALLED THE MIRAGE..

--AND I'VE COME HERE TO ROB YOU BLIND!!

NO--NOT MY PURSE! YOU CAN'T--!

DON'T WORRY, MISS ALLEN. I WON'T LET HIM...UUNNFF!

CAREFUL, LITTLE MAN--VIOLENCE BEGETS VIOLENCE!

NOW LISTEN, MISTER--!

EASY, ROBERTSON--I'LL HANDLE THIS!

YEAH, POPS--WHADDAYA WANT?

I--er--JUST WANTED TO--eh--KNOW IF YOU--ah--GENTLEMEN WOULD ACCEPT A CHECK?

POPS--WE'LL ACCEPT ANYTHING--JUST SO LONG AS WE CAN SPEND IT!

GOTTA GET OUT OF HERE--AND CHANGE TO SPIDEY BEFORE THOSE CLOWNS WALK AWAY WITH EVERYTHING THIS SIDE OF J. JONAH'S TEETH!

BUT HOW DO I KEEP THE CROWD AND THOSE THUGS FROM NOTICING...

HEY--THAT LIGHT SWITCH--!

I THOUGHT I WAS A COMPULSIVE NEUROTIC, WEARING MY SPIDEY OUTFIT UNDER MY CLOTHES TODAY OF ALL DAYS--

--BUT I GUESS I WAS MERELY PROPHETIC!

NOW IF I CAN JUST SNAG THAT SWITCH BEFORE NED OR THE MINISTER SEES ME...

GOT IT! NOW A NEAT LITTLE TUG--

THAP!

--AND IT'S BLACKOUT TIME!

EEEEEK!

HEY, WHAT IS THIS?

OHHH

WHO TURNED OUT THE LIGHTS?

HELP!

GET 'EM BACK ON FAST--OR I'LL START SHOOTING!

HEY, DON'T POINT THAT THING AT ME, IDIOT--I'M ON YOUR SIDE!

AIIEEE

AND WHEN GROPING FINGERS AT LAST LOCATE THE LIGHT SWITCH...

OKAY, WHO'S RESPONSIBLE FOR THAT?

DO DA NAME RUBY BEGONIA RING A FAMILIAR NOTE DERE, CHUCKLES?

HEY--WHERE'S PETER?

SHAME ON YOU, SWEET— UMS!

FAK!

FAK!

DO YOU REALLY THINK I'D BE SO CRASS AS TO STEAL FROM THESE NICE PEOPLE?

LOOK, I DON'T KNOW WHAT YOU'RE DOING HERE, WEB-SLINGER--

--BUT I'LL PUT YOU IN A PINE BOX BEFORE I'LL LET YOU RIP OFF MY ACTION!

IT'S SPIDER-MAN! SET YOUR MULTI-GUNS ON KILL--

--AND BLAST THAT LOUSY WALL-CRAWLER!

THAT'S NOT VERY NICE, YOU KNOW!

FAK!

FAK!

FAK!

ACTUALLY, I JUST DROPPED BY TO GIVE NED AND BETTY MY BEST ON THEIR WEDDING DAY--

--BUT I THINK THEY'LL SETTLE FOR ME JUST GIVING THEM YOUR POINTY LITTLE HEADS!

FIGURE YOU CAN TAKE US, INSECT?

WELL, I WOULDN'T BET ON IT!

WAS I, WEBHEAD?

HUH? I--I MISSED! BUT YOU WERE STANDING RIGHT HERE A SECOND AGO!

WELL, A SECOND FROM NOW, INSECT-- AND YOU AIN'T GONNA BE STANDIN' ANY-WHERE!

HEY--STAND STILL, BLAST YA!

SPAK

SORRY, BRIGHT-EYES! IF I STAND STILL--

FAK!

FAK!

--YOU WILL BLAST ME!

OF COURSE, HOW YOU'RE GONNA BLAST ME WITHOUT THOSE PRETTY LITTLE PEA-SHOOTERS OF YOURS IS A WHOLE OTHER THING ENTIRELY!

HEY--WHADDAYA DOIN' WITH MY PIECE--?

HAVING IT BRONZED FOR MY MANTLE, WHAT ELSE?

OKAY, YOUR TURN, TWINKLES!

UH-UH, INSECT! YOU AIN'T TAKIN' MY--

HUH? TH-THAT'S IMPOSSIBLE--! NOBODY CAN MOVE THAT FAST!

I'D ASK YOU TO CALL ME NOBODY, CHUCKLES--

--BUT THAT'S TOO ATROCIOUS A PUN EVEN FOR ME!

WAK!

WHA--? M-MY GUN--!

THAP!

SORRY, JOKER-- BUT I NEED IT MORE THAN YOU DO!

MY COLLECTION WOULDN'T BE COMPLETE WITHOUT IT!

NOW IF YOU SUCKERS WANT TO TANGLE WITH ME, LET'S TRY IT HAND-TO HAND!

C'MON, BOZOS--I'M WAITING FOR YOU!

WHAT'S THE MATTER?... SCARED??

WE'LL SHOW YOU WHO'S SCARED, INSECT!

BAD QUESTION, HUH ?

BOY, YOU GUYS SURE ARE TOUCHY!

BUT SINCE YOU ALL JUMPED INTO THIS LITTLE FRACAS FEET-FIRST, I'M SURE YOU WON'T MIND ME DOING THE SAME!

CUT THE CHATTER, WEBHEAD! THIS AIN'T NO GAME WE'RE PLAYIN'!

THAT'S WHERE YOU'RE WRONG, BUSTER!

THIS IS MOST DEFINITELY A GAME!

THE NAME OF IT IS "SPIN-THE-BADGUY"--

--AND IT'S GOT A FINISH GUARANTEED TO KNOCK YOU RIGHT OUT OF YOUR SOCKS!

HEY--HOW STRONG IS THIS FREAK? HE'S SPINNIN' US AROUND LIKE WE WAS NOTHING!

THWAM!

JUST REMEMBER, HOTSHOT-- YOU SAID IT, I DIDN'T!

BAMM!

NOW YOU'VE HAD IT, WALL-CRAWLER!

YA SHOULD'VE MADE SURE YA TOTALLED ME BEFORE YA TOOK ON MY PALS!

YOU'RE ABSOLUTELY RIGHT! A LITTLE OVERSIGHT LIKE THAT CAN POSITIVELY RUIN A GUY'S REPUTATION!

POW!

THERE! ALL FIXED!!

BWOK!

WHA--?!?

YOU MAY HAVE FINISHED OFF MY UNDERLINGS WITH EASE, WEB-SLINGER--

--BUT YOU WON'T FIND IT SO SIMPLE TO DEAL WITH THE MIRAGE!

MISTER, YOU'RE A FIRST-CLASS PAIN-IN-THE-NECK!

--BUT IF YOU THINK YOU'RE REALLY GONNA BE HARDER FOR ME TO HANDLE THAN YOUR SLEAZY SIDEKICKS--

--YOU'RE OUT OF YOUR EVER-LOVIN' MIND!

THINK SO, WEBHEAD?

THEN THINK AGAIN!

HUH? THAT'S THE SECOND TIME I'VE MISSED HIM!

EITHER THIS GUY ISN'T FOR REAL OR... UUNNFF!!

OH, I'M REAL ENOUGH, INSECT! COULD A FANTASY DO THIS?

CHUD!

WHAK!

OR THIS??

GUY'S GOT A PUNCH LIKE THE KICK OF A MULE! GOT TO TAKE HIM OUT BEFORE...

EH? HOW IN BLAZES DID HE GET OVER THERE SO FAST?

WHAT'S THE MATTER, INSECT? GIVING UP THE CHASE?

NOT A CHANCE, CHUCKLES. THIS TIME I'M GOING TO...

HEY--HE DISAPPEARED AGAIN!

THAT'S THE NATURE OF A MIRAGE, WALL-CRAWLER--

--IT'S NEVER WHERE IT APPEARS TO BE!

STAND STILL, WILL YA? GIVE A GUY A BREAK!

CHOK!

ANYTHING YOU SAY, SUCKER!

ANYTHING YOU SAY!

TWAK

THERE'S GOT TO BE A GIMMICK TO THIS, AND I'VE GOT TO FIGURE OUT WHAT IT IS--

--BEFORE THIS BOZO BREAKS EVERY BONE IN MY BODY!

YOU KNOW, IN A WAY IT'S REALLY DE-PRESSING, DIS-COVERING THAT ONE WHOSE WORK YOU'VE ADMIRED SUFFERS FROM FEET OF CLAY!

ALL THE YEARS I SPENT STUDY-ING VISUAL ELECTRONICS-- JUST SO I COULD PERFECT AN M.O.* TO EQUAL THAT OF THE AMAZING SPIDER-MAN--

* THAT'S MODUS OPERANDI, DICK TRACY FANS.--Len.

--AND NOW I FIND THAT EVEN THE NOTORIOUS WALL-CRAWLER IS JUST ANOTHER TURKEY WHEN THE CHIPS ARE DOWN!

THOMP

MAN, AM I THICK! THE ANSWER HAS BEEN IN FRONT OF ME ALL ALONG!

AFTER TODAY, WHEN PEOPLE SPEAK ABOUT THE CRIMINAL ELITE, THEY'LL BE TALKING ABOUT THE MIRAGE--

--THE MAN WHO FINISHED SPIDER-MAN!

THAT TIME I SAW IT--! THOSE GIZMOS ON HIS HEAD HAVE BEEN PROJECTING 3-D HOLO-GRAPHIC IMAGES--

--WHILE THE REAL MIRAGE STANDS NEARBY, PROBABLY SHIELDED BY SOME SORT OF INVISIBILITY SCREEN!

ALL I HAVE TO DO IS... UUNNHH!!

FOK

THE KING IS DEAD, INSECT! LONG LIVE THE KING!

COME ON, WEBHEAD-- GET UP! THE LEAST YOU CAN DO IS DIE STAND-ING ON YOUR FEET!

GEE, THANKS. THAT'S REAL SPORT-ING OF YOU!

THWIP

BUT I DON'T FIGURE TO DIE STANDING UP, DOWN, OR SIDEWAYS, BRIGHT-EYES!

THIS LITTLE WEB-SLINGER IS NOT THRU YET!

BUT YOU MIGHT AS WELL BE, INSECT-- BECAUSE YOU'RE REALLY STARTING TO SLIP!

THAT SWING OF YOURS MISSED BY A MILE!

WRONG, LAUGHING-BOY! I HIT JUST WHAT I WAS AIMING FOR--

--NAMELY, THIS CHANDELIER!

MAYBE EVEN MY SPIDER-SENSE CAN'T TELL THE REAL YOU FROM YOUR ILLUSIONS--

--BUT I FLATOUT DARE YOU TO TRY FOOLING THIS CUT-GLASS CANNONBALL OF MINE!

IN OTHER WORDS, BUSTER-- BOMBS AWAY!!

SAVAGELY, THE AWESOME GLITTERING MASS PLUNGES TOWARDS HIM, EVEN AS A FEEBLE PROTEST FORMS ON THE MIRAGE'S QUIVERING LIPS--

--BUT IT IS A MOST FUTILE PROTEST INDEED!

WITH A SOUND A THOUSAND TIMES MORE TERRIBLE THAN THE DIN OF A BULL IN A CHINA SHOP, THE HUGE CHANDELIER SMASHES INTO THE TILED FLOORING--

KWA-ROOM!

--ONLY TO ABRUPTLY REAPPEAR IN ALL HIS UNCONSCIOUS GLORY HALF-WAY ACROSS THE ROOM!

--AND, FOR AN INSTANT, THE HELPLESS MIRAGE VANISHES BENEATH THE CRYSTALLINE CARNAGE--

THE METALLIC SHELL OF INTEGRATED CIRCUITRY HE WORE UNDER HIS COSTUME PROTECTED JOYBOY FROM THE BRUNT OF THE IMPACT--

--BUT HE STILL WON'T BE PLAYING ANY ICE HOCKEY FOR A WHILE!

I GUESS HE'LL KEEP TILL THE POLICE GET HERE--

--WHICH WON'T BE LONG, JUDGING FROM THOSE SIRENS I HEAR COMING CLOSER!

AND IF THAT ISN'T A CLUE FOR YOUR FRIENDLY NEIGHBORHOOD WEB-SLINGER TO GET HIS TAIL OUT OF HERE, I DON'T KNOW WHAT IS!

BESIDES, YOURS TRULY HAS A WEDDING TO GET BACK TO-- AND A MESS OF EXCUSES TO DREAM UP!

HEY, THINGS ARE DEFINITELY *PICKING UP!* I'VE FINALLY FIGURED OUT HOW TO *TIE* THIS STUPID *BOWTIE!*

NOW ALL I HAVE TO FIGURE OUT IS WHERE I'VE SUPPOSEDLY *BEEN* ALL THIS TIME!

AND, AFTER FINALLY DECIDING THAT HONESTY (OF A SORT) IS REALLY THE BEST POLICY...

EVERYBODY HERE *OKAY?* SORRY I *TOOK* SO LONG-- BUT AFTER I CALLED THE *POLICE*, SPIDER-MAN AND THOSE THUGS WERE BUSTING THINGS UP SO *BADLY* IN HERE, I JUST COULDN'T GET *BACK* TO YOU!

YOU HAD US *WORRIED* HALF TO DEATH, MR. PARKER. YOUR POOR *AUNT* WAS COMING APART AT THE *SEAMS!*

AND I'LL BET YOU DIDN'T GET ME A SINGLE LOUSY *PHOTO*, DID YOU? PARKER, YOU'RE THE MOST *INCOMPETENT...*

ER--MR. JAMESON? OUR *WEDDING--?* WE *WOULD* LIKE TO FINISH IT *SOMETIME* TODAY.

AND WHEN THE WEDDING GUESTS ARE ONCE MORE SEATED...

...AND NOW, BY THE POWER VESTED IN ME BY THE CITY OF *NEW YORK*, I DO PRONOUNCE YOU... *HUSBAND AND WIFE!*

YOU MAY NOW KISS THE *BRIDE!*

AS IF I HAD TO *MENTION* IT.

CONGRATULATIONS, YOU TWO. IT'S ABOUT *TIME!*

TAKE *CARE*, EVERYONE. IF YOU EVER GET TO *PARIS*, COME *SEE* US!

OH--MY *BOUQUET!* I ALMOST *FORGOT--!*

GOODBYE, GANG. WE'RE GOING TO *MISS* YOU!

sniff--THERE GO TWO OF THE *NICEST*-- *snurff*--KIDS WHO EVER *WORKED* FOR ME--*snuff*

I SHOULD'VE GIVEN THEM THAT *RAISE* WHEN THEY *ASKED* FOR IT.

WELL, THERE GOES ONE REALLY *TOGETHER* COUPLE, TIGER.

BELIEVE ME, *MJ*--I KNOW THAT BETTER THAN *ANYONE!*

JUST MARRIED

GRACIOUS ME, BETTY COULDN'T HAVE BEEN *SERIOUS*...COULD SHE?

ENJOY YOURSELVES, YOU TWO-- AND KEEP IN *TOUCH!*

Epilogue:
A SHORT TIME LATER, ON A QUIET STREET IN FOREST HILLS...

IT WAS SWEET OF DEAR MARY JANE TO INVITE ME TO HER PLACE FOR TEA ALONG WITH HER AUNT ANNA...

DUTY

...BUT POOR ANNA MAY VISITS WITH HER NIECE SO RARELY, I JUST COULDN'T INTRUDE!

NO, I'LL JUST FIX MYSELF A NICE QUIET DINNER, WATCH TONY ORLANDO AND DAWN ON TV, AND...

LAND SAKES! WH-WHO ARE YOU? WH-WHAT DO YOU WANT HERE?

DEAR MAY, THANK HEAVENS YOU'RE HERE AT LAST!

I--I'M WARNING YOU--! LEAVE HERE IMMEDIATELY-- OR I'LL SCREAM!

NO, MY DEAR-- PLEASE! DON'T YOU RECOGNIZE ME?

IT IS I... OTTO OCTAVIUS!

DOCTOR OCTOPUS HAS RETURNED FROM THE DEAD!

NEXT ISSUE! THE TITLE SAYS IT ALL! BE HERE FOR... "THE GHOST THAT HAUNTED OCTOPUS"

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the AMAZING SPIDER-MAN™
DOCTOR OCTOPUS HAS RETURNED FROM THE DEAD, WEB-SLINGER!
LET'S SEE IF YOU CAN DO THE SAME!
ROMITA

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

JK286

LEN WEIN WRITER/EDITOR / ROSS ANDRU ILLUSTRATOR / MIKE ESPOSITO DELINEATOR / GLYNIS WEIN Colorist / JOHN COSTANZA letterer / MARV WOLFMAN PEDESTRIAN

THE GHOST THAT HAUNTED OCTOPUS!

THE EVENING AIR IS STILL **CRISP** WITH LATE WINTER'S **CHILL**, AND THE **BREEZE** BLOWING IN OFF THE HEAVILY-POLLUTED **HUDSON RIVER** CUTS THRU ONE'S CLOTHING LIKE THE BLADE OF A **RUSTY KNIFE**.

ALL IN ALL, IT'S NOT EXACTLY THE SORT OF NIGHT ANYONE IN HIS RIGHT MIND WOULD CHOOSE TO GO **SWIMMING**.

BUT UNFORTUNATELY, EVERYBODY'S FAVORITE **WEB-SPINNER** DOESN'T REALLY HAVE A **CHOICE**!

WHEN I FIRST GOT INVOLVED IN CARTER AND LOMBARDO'S *SPIDER-MOBILE* SCHEME, I FIGURED I MIGHT GET *RICH*!*

SHOULD'VE KNOWN, IN THE END, ALL I'D WIND UP GETTING IS...*PNEUMONIA*!

*BACK IN SPIDEY #126--LEN.

IT'S MY OWN *FAULT*, THOUGH.

IF I HADN'T READ THE DAILY BUGLE'S *PERSONAL COLUMN*, I'D NEVER HAVE SPOTTED THAT NOTICE FROM *CORONA MOTORS*--

--THREATENING TO *SUE* SPIDER-MAN, UNLESS HE TURNED UP WITH THE *SPIDER-MOBILE* THEY PAID HIM TO PROMOTE--

--AND *PRONTO!*

ONLY *PROBLEM* IS--

--I ACCIDENTALLY *SANK* THAT FOUR-WHEELED FIASCO SEVERAL MONTHS AGO, WHEN I TANGLED WITH *MYSTERIO!**

*BACK IN *SPIDER-MAN* #141, IN CASE YOU REALLY CARED.--LEN.

IT'S THE *SIDE-VIEW MIRROR!*

BETTER USE MY *SPIDER-SIGNAL* TO SHED A LITTLE *LIGHT* ON THE SUBJECT, IF I'M EVER GOING TO *FIND* THE WRECK IN ALL THIS *GUNK!*

IT SHOULD BE JUST ABOUT... *THERE!*

SOMETHING'S GLINTING IN THE LIGHT!

THAT MEANS THE *REST* OF THE WRECK SHOULD BE RIGHT AROUND... *HUH?*

THE SPIDER-MOBILE WEIGHS FAR *TOO MUCH* FOR THE CURRENT TO HAVE CARRIED IT *AWAY*--

--SO HOW DID IT *DISAPPEAR?*

BETTER GRAB A FRESH *LUNGFUL* OF AIR, THEN HEAD BACK DOWN AND KEEP *LOOKING*--

--OR I'M IN BIG *TROUBLE!*

OBOY!

LOOKS LIKE I'M IN *DEEP WATER* ANY WAY YOU CUT IT!

DON'T KNOW *WHY* YOU'RE THRASHING AROUND DOWN THERE, WEBHEAD-- BUT YOU BETTER COME ON *OUT!*

YOU'RE WANTED DOWNTOWN FOR *QUES-TIONING,* MISTER!

SO YOU JUST GET YOUR *HANDS* UP-- *FAST!*

WHATEVER YOU *SAY,* OFFICER.

BUT I *DON'T* THINK YOU'RE GOING TO *LIKE* IT!

THWIP!

THWIP!

BLAST YOU, WALL-CRAWLER -- YOU CAN'T *DO* THIS TO US!

NOW YOU TELL ME.

HEY--!?!

HUH?

DON'T BE *SHY,* FELLAS-- COME ON *IN!*

THE WATER'S JUST *FINE--*

--IF YOU HAPPEN TO BE A MEMBER OF THE *POLAR BEAR CLUB!*

IN *THAT* CASE, GUYS-- I'M *SORRY* ABOUT THE DUNKING--

--BUT I'M JUST NOT ALL THAT *ANXIOUS* TO PUT MY HEAD ON THE *CHOPPING BLOCK!*

IT MAY NOT BE *MUCH--*

--BUT IT'S THE *ONLY* HEAD I'VE *GOT!*

HE'S GETTING *AWAY,* KELLY. WHAT DO WE DO *NOW?*

WHAT WORRIES *ME,* COHEN, IS--

--WHAT'RE WE GONNA DO WHEN WE HAVE TO *EXPLAIN* THIS TO THE *SARGE?*

AND SINCE WE'VE ALL SEEN SPIDEY DO HIS WEB-SLINGING NUMBER A TIME OR TWO BEFORE, LET'S SLIDE ON OVER TO MANHATTAN'S UPPER EAST SIDE--AND JOIN TWO OTHER MEMBERS OF OUR SPARKLING CAST...

HARRY?

HEY, OSBORN--OVER HERE!

EH?

OH, HI, FLASH. WHAT BRINGS YOU HERE?

PSYCH[illegible]IST

CZU

WELL, I HAD NOTHING ELSE TO DO--SO I FIGURED I'D STOP BY AND SEE IF MY SPANKING-NEW ROOMMATE WANTED A LIFT HOME!

GEE, THANKS, BUDDY, I REALLY APPRECIATE IT.

YOU HAVE NO IDEA HOW EXHAUSTING THOSE THERAPY SESSIONS CAN BE.

HEY, HOW'S THE BRAIN-DRAIN GOING ANYWAY?

JUST SWELL--OR SO MY THERAPIST TELLS ME.

I STILL CAN'T REMEMBER ANYTHING THAT HAPPENED DURING THE WEEKS RIGHT AFTER MY FATHER DIED*--

BUT DOCTOR BANNING SAYS I'M ADJUSTING TO THE FACT OF MY TEMPORARY INSANITY VERY WELL. IT'S...

* NORMAN OSBORN--THE GREEN GOBLIN--MET HIS END BACK IN ISH #122.--LEN.

HEY, ANYBODY AWAKE IN THERE?

WELL, IF IT AIN'T LIZ ALLEN!

A GIRL COULD CATCH HER DEATH JUST STANDING OUT HERE!

HOW'S IT GOING, GOOD-LOOKING?

HELLO, MISS ALLEN. IT'S NICE TO SEE YOU AGAIN.

PLEASE, HARRY--CALL ME LIZ.

WELL, I--ER--I--

IT'S A LITTLE SILLY FOR YOU TO STAND ON CEREMONY AFTER YOU TRIED TO PROTECT ME FROM THAT CREEPY MIRAGE GUY!*

I THINK I'D LIKE THAT... LIZ.

HEY, HOW ABOUT BUYING A GIRL A CUP OF COFFEE OR SOMETHING?

* AT THE WEDDING OF NED LEEDS AND BETTY BRANT LAST ISH. --LEN.

THERE--THAT'S BETTER! NOW WE'RE STARTING TO SOUND LIKE OLD FRIENDS.

SO DO I, LIZ...SO DO I!

AND, HARRY, BEFORE TOO LONG--I HOPE WE WILL BE.

?

WHILE, IN A PLEASANTLY-DECORATED APARTMENT IN FOREST HILLS...

YOU'VE HELD THIS PARCEL FOR ME ALL THESE MONTHS, MY DEAR?

OF COURSE, OTTO. WHY WOULDN'T I?

NOW YOU GO WASH UP-- WHILE I FIX US A NICE CUP OF TEA.

SHE'S A GOOD WOMAN, THAT MAY PARKER--

--BETTER THAN I DESERVE.

AFTER LEAVING HER VIRTUALLY STRANDED AT THE ALTAR ON OUR WEDDING DAY--

--SHE STILL TAKES ME BACK WITHOUT QUESTION, WITHOUT HESITATION--

--AND I THANK MY LUCKY STARS THAT SHE DID!

NO LONGER WILL I FLEE FROM MY PRIVATE NIGHTMARE LIKE SOME CRAVEN COWARD!

FROM NOW ON, I WILL TAKE A STAND--

--AND CONFRONT THE SHADOWS THAT PURSUE ME LIKE A MAN!

BECAUSE OF THE FAITH AND CONFIDENCE OF ONE SWEET, GENTLE WOMAN--

--DOCTOR OCTOPUS LIVES AGAIN!

OH, OTTO... YOU'RE SUCH A TEASE.

ON WHICH NOTE, WE'LL JUMP ABOUT AN HOUR AHEAD--AS A FATEFUL FINGER STABS A CERTAIN DOORBELL--

--AND OUR LITTLE SAGA PREPARES TO SHIFT INTO HIGH GEAR!

WHY, PETER! I DIDN'T EXPECT YOU TONIGHT.

JUST THOUGHT YOU MIGHT LIKE TO JOIN ME IN A TUB OF COLONEL CHICKEN, AUNT MAY--

--THOUGH I DOUBT IF WE'LL BOTH FIT.

NOW WHY DON'T YOU GO RUSTLE US UP A COUPLE OF PLATES, PRETTY LADY, AND WE'LL...

HUH?

OH, SHAME ON ME, PETER DEAR, I REALLY SHOULD INTRODUCE YOU TO MY GUEST.

YOU DO REMEMBER DOCTOR OCTAVIUS, DON'T YOU?

EVENING, PARKER. IT'S--ER--NICE TO SEE YOU AGAIN.

YEAH--AH--SURE. SAME HERE.

DOCTOR OCTOPUS--ALIVE?

DON'T KNOW WHAT'S GOING ON HERE--BUT I'M GONNA FIND OUT!

BUT FIRST I'VE GOT TO GET AUNT MAY OUT OF HARM'S WAY!

ER--AUNT MAY, IT'S A LITTLE COLD IN HERE. WOULD YOU MIND GETTING ME MY RED SWEATER?

OF COURSE NOT, DEAR. I WOULDN'T WANT YOU TO CATCH A CHILL.

YOU TWO ENTERTAIN ONE ANOTHER--AND I'LL BE RIGHT BACK.

RED SWEATER... RED SWEATER... NOW WHERE DID I PUT THAT RED SWEATER?

LOOK, PARKER, I KNOW WHAT YOU'RE THINKING BUT...

OCTOPUS, IF YOU REALLY KNEW WHAT I WAS THINKING, YOU'D HAVE SHRIVELED UP BY NOW.

I WANT TO KNOW YOUR GAME, MISTER--OR, SIX ARMS OR OTHERWISE, I'M GONNA WRING YOUR CHUBBY NECK!

I CAN UNDERSTAND YOUR ANGER, MY BOY--BUT I SWEAR I MEAN YOUR AUNT AND YOU NO HARM!

PLEASE, GIVE ME A PIECE OF THAT CHICKEN--AND I'LL EXPLAIN EVERYTHING.

AS YOU PROBABLY ALREADY KNOW, THE MAN CALLED *HAMMERHEAD* INTERFERED WITH MY WEDDING TO YOUR AUNT--

--SO I FLED WITH THE DEAR WOMAN TO THE URANIUM-RICH CANADIAN *ISLAND* SHE HAD INHERITED--

--AND THERE, INSIDE THE ISLAND'S *NUCLEAR PROCESSING PLANT*, HAMMERHEAD AND I HAD OUR *FINAL CONFRONTATION!*

HAMMERHEAD! YOU BLUNDERING *BUFFOON* ...BE *CAREFUL!*

THIS IS AN ACTIVE NUCLEAR *BREEDER*... THE SLIGHTEST *VIBRATION* COULD SET OFF A *CHAIN REACTION!*

BIG WORDS, OCK--BUT THEY DON'T FOOL ME A *BIT*.

THIS TIME, MISTER, YOU'VE HAD IT.

NO, YOU FOOL! YOU'LL DESTROY US ALL--!

EH? I'M NOT *DEAD!* THEN THE REACTOR *DIDN'T* EXPLODE ON IMPACT--

--BUT THAT MALLET-HEADED MORON HAS STILL *STARTED* THE CHAIN REACTION I FEARED!

OCTOPUS, YOU GOTTA GET ME *OUT* OF THIS! MY HEAD IS--*STUCK!*

YOU GOT YOURSELF *INTO* THIS, HAMMERHEAD-- GET YOURSELF *OUT!*

IF I STAY TO *HELP* YOU, WE'LL *BOTH* DIE!

DANGER

BLAST YOU, OCTOPUS-- *COME BACK HERE!*

HAH! I FIGGERED THEY'D HAVE SOME SORT'A *SAFETY SHAFTS* AROUND THIS JOINT IN CASE THAT BREEDER GIZMO EVER WENT *HAYWIRE!*

I'M HOME *FREE!*

?

ALL I GOTTA DO IS *SEAL* MYSELF INSIDE THIS SHIELDED TUBE, THEN...

HUH?

STAND *ASIDE*, DOLT--

--AND LET YOUR SUPERIOR *PASS!*

HEY--*NO!* THAT SHAFT'S MY ONLY *CHANCE!*

WAS YOUR ONLY CHANCE, CLOD!

NOW IT'S *MINE!*

DOC--*WAIT!* PLEASE DON'T *LEAVE* ME HERE!

I DON'T WANNA GET--

--SHAFTED.

CLANG!

NOW ALL THAT IS LEFT IS TO *WRAP* MYSELF IN MY INDESTUCTIBLE MECHANICAL *ARMS*... AND *PRAY.*

THERE! I'M *FREE!* NOW I'LL SHOW THAT *OCTOPUS* JERK!

NOTHING CAN STOP *HAMMERHEAD!* NOTHI--

"*AT PRECISELY THAT MOMENT, THE RUPTURED REACTOR REACHED CRITICAL MASS--*

"*--AND THE WHOLE CURSED ISLAND--AND EVERYTHING UPON IT--VANISHED IN A BLAZE OF THERMO-NUCLEAR FIRE!*

BRADABA BOOM!

"*ONLY THE MEDDLING SPIDER-MAN AND YOUR DEAR AUNT MAY ESCAPED THE DEVASTATING HOLOCAUST IN TIME!*"*

* *THE PRECEDING FLASH-BACK APPEARED IN A MUCH-ABBREVIATED FASHION BACK IN SPIDER-MAN #131.* --KNOW-IT-ALL LEN.

THE NEXT THING I KNEW, I WAS BEING *WASHED ASHORE* ON THE MAINLAND.

APPARENTLY, MY MECHANICAL ARMS HAD *SAVED* ME, AFTER ALL--

--BUT THE EXPLOSION HAD *GRAFTED* THEM TO MY FLESH ONCE MORE-- *PERMANENTLY!*

I RETURNED TO NEW YORK TO *RE-ESTABLISH* MY CRIMINAL EMPIRE--

--BUT SOMETHING OCCURRED THAT--ER-- *CHANGED* MY PLANS--

--SOMETHING THAT ONLY YOUR PRECIOUS *AUNT* CAN HELP ME *OVERCOME!*

INCREDIBLE! I THINK I REALLY *BELIEVE* YOU. BUT YOU STILL HAVEN'T TOLD ME THE *WHOLE...*

QUIET, PARKER! WE MUSTN'T LET *MAY* KNOW WHAT WE'VE BEEN *TALKING* ABOUT.

PETER DEAR, I SUDDENLY *REMEMBERED--*

--YOU DON'T *OWN* A RED SWEATER.

IF IT'S STILL TOO *COLD* IN HERE THOUGH, I CAN...

OH MY!

OCTOPUS, WHAT IN BLAZES IS-- *THAT?*

NO-- NOT *HERE!* HE CAN'T HAVE FOLLOWED ME *HERE!*

THERE IS NOWHERE YOU CAN GO THAT *HAMMERHEAD* CANNOT FIND YOU, OCTOPUS!

YOU *MURDERED* ME... AND YOU'RE GOING TO *PAY!*

GOOD GRACIOUS!

GET *OUT* OF HERE, YOU INHUMAN MONSTROSITY! LEAVE ME *ALONE!*

YOU'VE GOT TO STOP *HAUNTING* ME, DO YOU HEAR ME? YOU'VE GOT TO *STOP!*

I WON'T LET YOU *RUIN* WHAT LITTLE I HAVE *LEFT!*

I'M NOT GONNA RUIN YA, DOC...I'M GONNA DESTROY YA...

OHHHHHH...

THAT TEARS IT!

I DON'T CARE WHAT YOU DO TO ME ANYMORE--

--BUT I WON'T ALLOW YOU TO HARM THIS GENTLE, INNOCENT WOMAN!

HEY--!?!

...AND ANYONE YA CARE ABOUT AS WELL!

NOT WHILE MY ARTIFICIAL ARMS ARE STILL STRONG ENOUGH TO SHATTER A SOLID BRICK WALL!

NOT WHILE I'M STILL-- DOCTOR OCTOPUS!

KRO OOM

IF I HAVE TO FLEE TO THE VERY END OF THE WORLD, I'LL ESCAPE YOU, HAMMERHEAD!

I SWEAR IT!

NO CHANCE, DOC. WHEREVER YOU GO... I FOLLOW!

SWELL.

DOC OCK HAS POPPED HIS CORK ENTIRELY, AND TAKEN MY AUNT WITH HIM...I DON'T KNOW WHAT'S GOING ON WITH HAMMERHEAD!

BUT I'D BETTER GET AFTER THEM ALL-- AND FAST!

BEFORE ONE OF THOSE MANIACS MANAGES TO MURDER POOR AUNT MAY!

LOOKS LIKE OCKIE WENT *THIS* WAY ALL RIGHT.

ALL I'VE GOT TO DO IS FOLLOW THE TRAIL OF *TRAFFIC ACCIDENTS* HE'S LEAVING BEHIND AND...

HEY! THERE HE *IS!*

CURSE IT ALL, IT'S-- *SPIDER-MAN!*

BUT *HOW--??*

SHOULDN'T GO AROUND STEALING PEOPLE'S *AUNTS,* DOC!

PETER PARKER GOT IN TOUCH WITH ME *IMMEDIATELY--* AND I HAPPEN TO OWE THE GUY A *FAVOR!*

NOW WHY DON'T YOU JUST HAND OVER THE NICE OLD *LADY* BEFORE...

HUH? HE *DUCKED!*

GO *AWAY,* WEB-SLINGER! I'M THE ONLY ONE WHO CAN *SAVE* MAY PARKER FROM THE GHOST OF *HAMMERHEAD!*

RATS! DIDN'T HAVE TIME TO *CHECK* MY SWING, SO I WOULD *BOUNCE* OFF THE BUILDING *WALL!*

HOPE WHOEVER *OWNS* THIS PLACE DOESN'T MIND *UNEXPECTED COMPANY!*

WHAT IN--? IT'S THAT *SPIDER-GUY* WANTED BY THE *POLICE--!*

CHRASH

WELL, YOU'RE SUPPOSED TO BE A *POLICE DOG,* FANG!

SO *SIC 'IM! SIC 'IM!!*

GGRRRRR

OKAY ALREADY. I CAN TAKE A *HINT.*

SORRY IF I *BOTHERED* YOU, LADY.

YOU DON'T KNOW *HOW* SORRY!

BY THE TIME SPIDEY HAS EXTRICATED HIMSELF FROM HIS PREDICAMENT, HIS AUNT AND HIS EIGHT-LIMBED ADVERSARY ARE BOTH LONG GONE!

THUS, A SHORT WHILE LATER...

I'VE TRACKED OCK ALONG QUEENS BOULEVARD... ACROSS THE 59TH ST. BRIDGE... AND STRAIGHT INTO MIDTOWN MANHATTAN!

NOW ALL I HAVE TO DO IS FIND HIM BEFORE...

BINGO! THERE'S THE GOOD DOCTOR NOW-- TURNING DOWN 42ND STREET!

HAVE TO GET AUNT MAY AWAY FROM HIM SOMEHOW--

STYLED BY BONDS

BOND

BIJOU

VALERIE THOMPSON

--SO I MAY AS WELL TRY THE DIRECT APPROACH!

HELLO AGAIN, DOC. GOTTEN TIRED OF CARRYING THE LITTLE LADY YET?

CURSE YOU, WEB-SLINGER-- DON'T YOU EVER GIVE UP?

I'M WARNING YOU FOR THE LAST TIME--

BROK!

UUNNHH!!

LEAVE ME ALONE!!

OKAY, OCKIE-- THAT'S IT!

I TRIED DOING THIS THE NICE WAY--

--NOW I'M GONNA GET ROUGH!

THAK!

WHA--?!? YOUR BLASTED WEBBING--IT'S BLINDING ME--!

THAT'S THE *IDEA*, OTTO OL' BUDDY!

I WANT THAT *OLD LADY*, OCTOPUS--AND IF YOU'RE NOT GOING TO *GIVE* HER TO ME--

--I'LL JUST HAVE TO *TAKE* HER!

AND ONCE I GET AUNT MAY TO *SAFETY*, I'LL COME BACK FOR *DOC OCK!*

I JUST THANK HEAVEN SHE'S BEEN *UNCONSCIOUS* THRU ALL THIS.

I DON'T KNOW IF HER *WEAK HEART* COULD STAND THE *SHOCK* OF--

UUNNFF!!

UH-*UH*, OCK! YOU'RE NOT GETTING YOUR DIRTY *TENTACLES* ON THAT SWEET OLD WOMAN *AGAIN!*--

--EVEN IF I HAVE TO *RAM* THEM DOWN YOUR SLIMY THROAT *ONE* AT A TIME!

WHICH *SOUNDS* GREAT--EXCEPT FOR THE SIMPLE FACT THAT THESE THINGS ARE AS STRONG AS *I* AM!

IT'S AN *EFFORT* FOR ME TO EVEN HOLD THEM *STILL*-- AND DOC *SEES* THAT!

WHAT'S THE *MATTER*, SPIDER-MAN? HAVING DIFFICULTY *MAINTAIN-ING* OUR LITTLE STALEMATE?

CUDDLES, THE DAY I HAVE TROUBLE WITH *YOU* IS THE DAY I ENLIST IN THE *CAMPFIRE GIRLS!*

THEN GET YOUR ENLIST-MENT PAPERS *READY*, YOU SIMPLE-MINDED CRETIN--

--FOR THAT DAY HAS *ARRIVED*--

--WITH A *VENGEANCE!!*

HEY--!?!

WOW. FOR A MIDDLE-AGED *MANIAC*, OCTOPUS SURE DOESN'T *FOOL AROUND!* MY HEAD'S RINGING LIKE A *GLOCKENSPIEL!*

WELL, WELL--LOOK WHAT DROPPED RIGHT IN OUR *LAPS*, FELLAS.

GOTTA GET BACK ON MY *FEET*... GET AFTER OCK BEFORE I *LOSE* HIM AGAIN...

IF IT AIN'T THE FAMOUS *SPIDER-MAN!*

SEEMS I REMEMBER READIN' HOW THE DAILY BUGLE'S PUT A *REWARD* UP FOR THIS *FREAK*--

--SO SEEIN' AS HOW HE'S *TOO WEAK* TO STAND UP AN' ALL, GUYS--

--WHAT SAY WE *COLLECT* IT?

FACE IT, FATHEAD--YOU COULDN'T COLLECT *UNEMPLOYMENT* WITHOUT HELP!

NOW GET *OUT* OF MY WAY, YOU CLOWNS! I'VE GOT MORE *IMPORTANT* GARBAGE TO ATTEND TO!

NO MATTER HOW OFTEN I TANGLE WITH HIM, I'LL NEVER GET OVER HOW *FAST* OCK CAN TRAVEL WITH THOSE FREAKY *ARMS* OF HIS!

HE'S CLIMBING STRAIGHT UP THE SIDE OF THE *PAN AM BUILDING*-- BUT ONE GOOD SHOT OF MY TRUSTY *WEBBING* WILL... *CRUMBS!*

MY TRUSTY WEB-SHOOTER'S *EMPTY!*

AND NOW *THIS* ONE IS *TOO!*

I'LL HAVE TO *HOOF IT* AFTER OCK--BUT, FORTUNATELY, THERE'S NO PLACE HE CAN *GO* ONCE HE REACHES THE *ROOF*...

...OR *IS* THERE?

JUST ANOTHER FEW *MOMENTS*, MY DEAR-- AND WE'LL BE *BEYOND* THE REACH OF ANYONE WHO WOULD *HARM* YOU!

OCK'S LUCK IS *UNBELIEVABLE!* HE MUST 'VE SPOTTED THAT 'COPTER HEADING *THIS* WAY--

--EVEN THOUGH THE *HELIPORT* HERE IS SUPPOSED TO BE *CLOSED DOWN!*

WHOEVER'S *LANDING* HERE MUST HAVE A WHOLE LOT OF *POLITICAL CLOUT!*

BLAST! HE'S ALREADY REACHED THE *ROOF!* I'VE GOT TO CLOSE THE *GAP* BETWEEN US!

COME ON, PARKER-- *MOVE IT!* LOSE OCTOPUS *NOW*-- AND YOU LOSE *EVERYTHING!*

THERE IT *IS*, DEAR MAY!

OUR PASSPORT TO SAFETY *AWAITS* US!

I NEED ONLY DISPOSE OF A FEW *MINOR OBSTACLES*--

?

--AND WE WILL BE *ON OUR WAY!*

QUICKLY, MISS JANSON-- CALL THE *POLICE!* SOME LUNATIC IS *HIJACKING* OUR HELICOPTER!

Y-YOU'D B-BETTER C-CALL THEM *YOURSELF*, SENATOR! I'M G-GOING TO BE T-TOO BUSY *SCREAMING!*

I'M TOO LATE!

THE CHOPPER'S ALREADY LIFTING OFF--TAKING DOC OCK AND AUNT MAY WITH IT!

ONLY ONE CHANCE LEFT--!

GOTTA GRAB A NEW WEB FLUID CARTRIDGE--

--INSERT IT IN MY WEB-SHOOTER--

--AND PRAY MY AIM IS AS GOOD AS IT USED TO BE!

BULLSEYE! I SNAGGED IT!

SO I MIGHT AS WELL JUST HANG ON TIGHT--

--AND TRY TO ENJOY THE TRIP!

I COULD CLIMB ABOARD AND TANGLE WITH OCKIE NOW--

--BUT I DON'T DARE--

--NOT SO LONG AS AUNT MAY IS IN THERE TOO!

DON'T KNOW WHERE OCK IS HEADING--

--BUT WHEREVER IT IS, I'M GOING ALONG FOR THE RIDE!

WHICH ISN'T GOING TO BE ALL THAT EASY, ALL THINGS CONSIDERED...

WHAT'S THE PROBLEM, PILOT? WHY AREN'T WE MOVING FASTER?

I-I'M TRYING, M-MISTER...

...BUT WE SEEM TO BE CARRYING EXTRA WEIGHT!

EXTRA WEIGHT? WHAT ARE YOU JABBERING AB...OH,

I SHOULD HAVE KNOWN!

SNIP!

THERE! I BELIEVE THIS SHOULD ELIMINATE THE DIFFICULTY!

"NOW FLY ON, PILOT," OTTO OCTAVIUS SNARLS ANGRILY, "IF YOU VALUE YOUR INSIGNIFICANT LIFE!"

SWELL! I'M A MILE HIGH... OCTOPUS CUTS MY LIFELINE...

...AND THERE IS ABSOLUTELY NOTHING HANDY FOR ME TO GRAB WITH MY WEBBING!

FACE IT, HERO-- THIS TIME YOU'VE BOUGHT THE FARM!

NEXT ISSUE (ASSUMING, OF COURSE, THE WALL-CRAWLER LIVES THAT LONG) 00

THERE'S ACTION APLENTY AWAITING YOU IN THE LITTLE SPELL-BINDER WE CALL...

HAMMERHEAD IS OUT!

BE HERE!

STILL ONLY 25¢

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the AMAZING SPIDER-MAN

GOT TO BREAK FREE OF DOCTOR OCTOPUS--

--BEFORE THE GHOST OF HAMMERHEAD MURDERS MY AUNT MAY!!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

JV302

LEN WEIN WRITER/EDITOR | ROSS ANDRU ILLUSTRATOR | MIKE ESPOSITO EMBELLISHER | GLYNIS WEIN colorist | JOHN COSTANZA letterer | MARV WOLFMAN LAB TECHNICIAN

HAMMERHEAD IS OUT!

TO ANSWER YOUR UNSPOKEN QUESTION: NO! SPIDER-MAN HAS NOT LEARNED HOW TO FLY!

BASICALLY, WHAT HAS HAPPENED HERE IS THIS: Y'SEE, DOCTOR OCTOPUS HAS RETURNED FROM THE DEAD, PURSUED TO THE BRINK OF MADNESS BY THE GHOST OF THE MAN CALLED HAMMERHEAD! TO PROTECT HER FROM HAMMERHEAD'S WRATH, DOC OCK KIDNAPPED OUR HERO'S AUNT MAY, AND FLED ACROSS NEW YORK CITY--WITH SPIDEY IN HOT PURSUIT!

ESCAPING BY HELICOPTER, THE GOOD DOCTOR SUDDENLY NOTICED AN UNINVITED PASSENGER DANGLING BENEATH THE CHOPPER--AND, WITH A SNIP OF HIS INCREDIBLE TENTACLES, HE SEVERED SPIDEY'S LIFE-LINE!

SO, TO REITERATE: NO, UNFORTUNATELY, EVERYBODY'S FAVORITE WEB-SLINGER HAS NOT LEARNED HOW TO FLY...

...BUT HE CAN PLUMMET TOWARDS CERTAIN DEATH WITH THE BEST OF 'EM!

WELL, WALL-CRAWLER-- WHAT *NOW*?

YOU'VE TAKEN *NOSE DIVES* LIKE THIS *BEFORE*--

--BUT THEN THERE WAS USUALLY A *BUILDING* OR TWO HANDY TO *SNAG* WITH YOUR TRUSTY *WEBBING*!

THIS TIME OCTOPUS HAS SEEN TO IT THERE'S NOTHING BELOW ME BUT *LAND-SCAPE*--

--AND UNLESS I WANT TO BECOME *PART* OF THAT LANDSCAPE, I'D BETTER GET MY *ACT* TOGETHER-- *FAST*!

AND THERE YOU *HAVE* IT, FOLKS--THE FIRST BONA FIDE, HANDY-DANDY, ALL-PURPOSE, WEB-CONSTRUCTED *HANG-GLIDER*!

FRANKLY, I'VE BEEN *ITCHING* TO TRY ONE OF THESE GIZMOS SINCE I FIRST *READ* ABOUT THEM!

I *COULD* USE MY WEBBING TO WHIP UP A *PARACHUTE*, BUT ALL *THAT* WOULD GET ME IS *DOWN*..

IT'S A GOOD THING THE WIND IS BLOWING IN THE *RIGHT* DIRECTION THOUGH.

OTHERWISE, WITH *MY* LUCK, I'D PROBABLY WIND UP IN *JERSEY CITY*!

--AND BY THE TIME I GOT BACK TO THE *CITY*, OCKIE'S TRAIL WOULD BE STONE *COLD*--

--SO I THINK IT'S TIME I TRIED A *NEW* WRINKLE!

THIS WAY, ALL I HAVE TO DO IS LET THE *AIR CURRENTS* CARRY ME BACK TO THE WORMY *BIG APPLE*!

OF COURSE, I NEVER CONSIDERED WHERE I WAS GOING TO *LAND* THIS THING ONCE I *GOT* HERE--

--BUT I *DON'T* THINK THAT'S GOING TO BE A *PROBLEM!*

THE *REAL* PROBLEM IS--THE *WIND* IS PICKING UP! THIS RIG WILL CARRY ME OUT *PAST* THE CITY, AND SMACK INTO THE *ATLANTIC*--

--UNLESS I *BAIL OUT*--

--*NOW!*

ON THE *OTHER* HAND, UNLESS THEY'VE *RE-PEALED* THE LAW OF *GRAVITY* IN THE PAST FIVE MINUTES--

--I'M NOW RIGHT BACK WHERE I *STARTED* FROM!

BUT *THIS* IS A HASSLE I CAN *HANDLE!*

THWIP!

ONE WELL-PLACED SHOT OF *WEB-BING*--

--AND I DESCEND *GRACEFULLY* INTO...

OH NO!!

BWHOMP!

YYUUCCKK!!

WELL, THANKS TO THIS CONVENIENT *DUMPSTER*, AT LEAST I'M *ALIVE*--

--BUT IT LOOKS LIKE I'M GONNA MAKE BLACKWELL'S *TEN WORST-DRESSED SUPER-HEROES LIST* AGAIN!

AND ON THAT SARTORIAL NOTE, LET'S CUT TO PETER PARKER'S CHARMING CHELSEA APARTMENT SOMETIME THE FOLLOWING MORNING, AND LISTEN IN ON OUR HARRIED HERO'S THOUGHTS...

COULDN'T FIND A TRACE OF DOC OCK OR AUNT MAY--AND I GUESS I DIDN'T REALLY EXPECT TO...

OUCH! ROTTEN NEEDLE!

MY BEST BET NOW IS TO STAY PUT-- AND KEEP TUNED TO THE POLICE RADIO BAND!

WHATEVER ELSE HE MAY BE, OCK ISN'T EXACTLY INCON-SPICU-OUS!

HE'S BOUND TO CRAWL OUT FROM UNDER HIS ROCK EVENTUALLY, AND WHEN HE DOES...

RATS! SOMEONE AT THE DOOR! WELL, AT LEAST I'M FINISHED REPAIRING MY COSTUME!

NOK NOK

HEY, ANYBODY ALIVE IN THERE?

YEAH, BE WITH YOU IN A SECOND!

BETTER STASH MY OUTFIT IN THE BEDROOM. I'LL PUT IT ON SOON AS I GET RID OF WHOEVER THAT IS!

HANG ON, WHOEVER! I'LL BE RIGHT THERE!

'MORNING, ACE. REMEMBER ME?

SURE. GLORY GRANT, FUN CITY'S MOST UP-AND-COMING YOUNG MODEL.

RIGHT ON! MIND IF I COME IN?

WELL, I-- ER--AH--

GREAT. YOU CUT THE CAKE. I'LL BREW US SOME COFFEE.

HEY, LOVE THE WAY YOU'VE FURNISHED THIS PLACE.

NOT THAT I'M COMPLAINING MIND YOU--BUT WHY THE UNEXPECTED VISIT, PRETTY LADY?

ONE OF MY CARDINAL RULES: NEVER EAT FRESH-BAKED CAKE ALONE! AND SEEING AS HOW YOU LIVE RIGHT DOWN THE HALL, I FIGURED...

BRRANG

SWELL. NOW SOMEBODY'S DOWNSTAIRS! WHAT IS THIS --NATIONAL "DROP IN ON PARKER" WEEK?

HI, MARY JANE. WHAT'RE YOU DOING HERE?

THE QUESTION, MR. PARKER, IS WHAT ARE YOU DOING HERE?

I JUST DROPPED MY *AUNT ANNA* OFF AT HER FOREST HILLS APARTMENT--AND THE PLACE IS A *DISASTER AREA!* FURNITURE OVERTURNED, A BIG *HOLE* IN THE WALL... AND YOUR *AUNT* WAS NOWHERE TO BE *SEEN!*

EASY, MJ. I DON'T KNOW *WHAT* HAPPENED TO THAT *APART-MENT--*

--BUT I *DO* KNOW AUNT MAY HAS BEEN OUT WITH AN OLD--AH--*FRIEND* SINCE YESTERDAY.

WHY AREN'T YOU OUT *LOOKING* FOR HER?

SHE'S IN ABSOLUTELY NO *DANGER...*

OR DON'T YOU *APPRECIATE* GOOD HOME-COOKING?

WHO?

OH. *GLORIA GRANT,* ISN'T IT?

...I KEEP *TELLING* MYSELF.

NOW C'MON IN AND HAVE SOME *CAKE*--BEFORE IT'S ALL GONE.

CALL ME *GLORY.* HEY, NICE *OUTFIT.*

THE PHONE *TOO?* WHAT'S *NEXT...* A *SINGING TELEGRAM?*

WOW. LOVE THAT *BRACELET.*

THANKS. IT WAS A *GOING-AWAY PRES-ENT* FROM MY AGENCY WHEN THEY *FIRED* ME.

RRIIINNG

HELLO?

OH, *HI,* ROBBIE. WHAT'S...?

YOU WANT ME DOWN AT THE BUGLE *NOW?* IT'S THAT *IMPORTANT,* HUH?

OKAY, MR. CITY EDITOR. I'M ON MY *WAY!* SEE YA *SOON.*

BETTER SLIP MY *SPIDEY-SUIT* ON BEFORE I GO *ANYWHERE.*

ROBBIE ROBERTSON MAY HAVE INFORMATION ABOUT *DOC OCK,* AND IF HE *DOES...*

WELL, I'D BETTER JUST BE READY FOR *ANYTHING.*

HEY, TIGER--WHERE ARE YOU *GOING?*

SORRY, LADIES--BUT *DUTY* CALLS. SOME KIND 'A FAST-BREAKING *NEWS STORY* DOWN AT THE BUGLE.

YOU GUYS JUST LOCK UP *BEHIND* YOU WHEN YOU *LEAVE...*

...AND--ER--LEAVE ME AN EXTRA PIECE OF THAT *CAKE,* OKAY?

AND IN LITTLE MORE TIME THAN IT'S TAKEN YOU TO TURN THE PAGE...

WHAT'S UP, ROBBIE? THE PRESIDENT FALL ON HIS SLALOM AGAIN--

--OR HAS RONALD REAGAN CHANGED HIS BRAND OF TOOTHPASTE?

NOTHING QUITE SO EARTH-SHAKING, PETE.

JUST WONDERING IF YOU'VE HEARD THE NEWS?

NEWS?

BIG NEWS! OUR CHIEF COMPETITION, THE DAILY GLOBE, HAS ACQUIRED A NEW PUBLISHER--SOMEONE NAMED K.J. CLAYTON!

I'VE BEEN IN THIS BUSINESS MANY YEARS AND, FRANKLY, I'VE NEVER HEARD OF CLAYTON--BUT THE GUY SURE IS MAKING A QUICK NAME FOR HIMSELF!

HE'S BEEN HIRING AWAY THE BUGLE'S TOP TALENT ALMOST FASTER THAN WE CAN KEEP TRACK!

I WAS JUST WONDERING IF HE'S CONTACTED YOU YET, AND WHETHER...

WHAT'S WRONG WITH YOU, MISS PRINGLE? I TOLD YOU TO GET ME TRUMAN CAPOTE, NOT TRUMAN'S TRUSTY TRUSS COMPANY!

I-I'M SORRY, MR. JAMESON. I'LL TRY AGAIN!

HEY, WHO'S SHE?

JONAH'S NEW SECRETARY. OUR PEERLESS PUBLISHER HAS BEEN COMING NOT-SO-QUIETLY APART SINCE BETTY BRANT LEFT FOR PARIS.

MISS PRINGLE, WHAT HAPPENED TO THOSE LEGAL VOLUMES I ASKED YOU FOR TWO WHOLE MINUTES AGO?

THERE'S GOT-TA BE A LAW AGAINST THAT CLAYTON CROOK STEAL-ING OUR PEOPLE--

--AND, BY THUNDER --I'M GOING TO FIND IT!

YESSIR, MR. JAMESON SIR--RIGHT AWAY!

LET ME GUESS. A WEEK OUT OF SECRETARIAL SCHOOL, RIGHT? WELL, A WEEK AROUND J. JONAH JAMESON --AND SHE'LL WISH SHE'D TAKEN UP NURSING!

BY THE WAY, ROBBIE, I HAVEN'T HEARD FROM CLAYTON--AND I WOULDN'T ACCEPT HIS OFFER IF HE CALLED...

...UNLESS, OF COURSE, THE MONEY WAS GOOD.

HERE ARE THE LAW BOOKS, MR. JAMESON SIR. ANYTHING ELSE YOU WANT ME TO DO, SIR?

YEAH. DROP THOSE THINGS ON MY DESK--DUMP THIS COLD COFFEE --AND BREW ME A FRESH CUP!

A MAN CAN'T THINK AROUND HERE WITH-OUT COFFEE!

RIGHT, MR. JAMESON SIR! DROP THE BOOKS...

WHUMP!

...AND DUMP THE...

...COFFEE?

ER--AH-- W-WOULD YOU L-LIKE ME TO BREW THAT F-FRESH CUP NOW?

PLEASE, MR. JAMESON SIR-- DON'T HIT ME!

HIT YOU? I'LL KILL YOU!

HOW MUCH IS CLAYTON PAYING YOU TO DESTROY ME?

OUT, DO YOU HEAR ME-- OUT!!

WELL, THAT'S ONE DOWN.

MR. ROBERTSON, WE'D BETTER HOLD THE FRONT PAGE! JUST GOT A FLASH IN OVER THE WIRE!

WE'D BETTER GET SOMEBODY DOWN THERE TO COVER IT-- FAST!

DOCTOR OCTOPUS IS HOLDING SOME OLD LADY HOSTAGE OUT AT THE BROOKHAVEN LABS!

AND THAT SOMEBODY IS GOING TO BE-- ME!

I WAS AFRAID DROPPING BY THE BUGLE WAS GONNA BE A WASTED TRIP!

BUT IT LOOKS LIKE LADY LUCK IS SMILING ON ME FOR A CHANGE-- WHICH IS WEIRD!

USUALLY, SHE JUST KICKS ME IN THE CHOPS!

MOMENTS LATER...

MY CLOTHES AND MY CAMERA SHOULD BE SAFE STASHED IN THIS AIR DUCT--

--BUT NOTHING IS GONNA KEEP DOC OCK SAFE-- ONCE I GET MY EAGER LITTLE HANDS ON HIM!

BROOKHAVEN NATIONAL LABORATORY, ON LONG ISLAND'S THRIVING NORTH SHORE: USUALLY, THESE QUIET BUILDINGS ARE MERELY DEVOTED TO EXTENSIVE RESEARCH IN THE FIELD OF ATOMIC ENERGY--

--BUT TODAY THEY ARE AN ARENA, A BURGEONING BATTLEFIELD DESTINED TO WITNESS COMBAT OF A MOST UNLIKELY NATURE!

IN THIS CORNER, SUFFOLK COUNTY'S CRACK SPECIAL WEAPONS AND TACTICAL TEAM--

--A SQUAD OF WELL-TRAINED COMMANDOES WHO SPREAD ACROSS THE AREA LIKE THE FAR-REACHING FINGERS OF SOME NEBULOUS HAND--

--SEPERATE ENTITIES RESPONDING AS A SINGLE UNIT--

--AND PREPARED FOR ANYTHING!

OKAY, MISTER--WE KNOW YOU'RE IN THERE! YOU CAN'T ESCAPE!

SEND OUT THE WOMAN--AND YOU WON'T BE HURT!

IN THIS CORNER, DR. OTTO OCTAVIUS--A.K.A. DOCTOR OCTOPUS, SUPER-VILLAIN SUPREME AND SWORN PROTECTOR OF MAY PARKER, SPIDER-MAN'S EVER-LOVING AUNT!

IGNORE THAT SHOUTING RABBLE, DEAR LADY. IT IS NOTHING TO CONCERN US.

I'M NOT CONCERNED, OTTO. I'M CERTAIN WHATEVER YOU'RE DOING HERE, YOU'RE DOING FOR THE VERY BEST OF REASONS.

AFTER ALL, I WAS WITH YOU IN THE HELICOPTER--

--WHEN THAT DREADFUL HAMMERHEAD PERSON THREATENED YOUR VERY LIFE!

HAMMERHEAD?! NOT AGAIN! NOT HERE!

THERE'S NO GETTING RID OF ME, OCTOPUS--NOT IN THIS LIFE!

NO! SOMEHOW I'LL DESTROY YOU!

HAH! IF AN ATOMIC EXPLOSION COULDN'T FINISH ME, HOW D'YA FIGURE YOU CAN?

OF COURSE! ATOMIC ENERGY! I SHOULD'VE THOUGHT OF IT SOONER!

QUICKLY, PILOT-- FLY US TO BROOKHAVEN LABORATORIES!

FOLLOW ME THIS TIME, HAMMERHEAD--AND YOU'RE DOOMED!

YEAH? WE'LL SEE, OCTOPUS...WE'LL SEE!

THEN THAT HORRIBLE HAMMERHEAD DISAPPEARED--AND THAT NICE PILOT FLEW US HERE.

BUT TO BE HONEST, OTTO--I STILL DON'T REALLY UNDERSTAND WHY!

BE PATIENT, MY DEAR--AND EVERYTHING WILL SOON BE QUITE OBVIOUS TO YOU!

WHICH WILL PUT AUNT MAY ONE UP ON HER FAVORITE NEPHEW FOR A CHANGE--

--BECAUSE RIGHT NOW, OUR FRIENDLY NEIGHBORHOOD WEB-SLINGER IS TRAVELING AROUND IN A THICK MENTAL FOG!

THERE'S GOT TO BE A REASON OCK WOULD JEOPARDIZE EVERYTHING BY SHOWING UP HERE AT BROOKHAVEN--AND MAKING HIMSELF A TARGET!

JUST WISH I COULD FIGURE OUT WHAT!

WELL, I SUPPOSE I CAN ASK OCKIE WHEN I SEE HIM--

--WHICH I WON'T BE DOING UNLESS I CAN GET QUIETLY PAST THE BOYS IN BLUE!

CRIPES! THIS WHOLE PLACE IS AN ARMED CAMP!

I DON'T KNOW HOW YOU FIGURE TO GET OUT OF HERE IN ONE PIECE, OCTOPUS-- LET ALONE PROTECT MY AUNT MAY!

BUT I PROMISE YOU THIS, DOCTOR--

--IF ONE HAIR ON THAT SWEET OLD WOMAN'S HEAD GETS MUSSED BECAUSE OF YOU--

--I WON'T LEAVE ENOUGH OF YOU AROUND TO BURY!

SORRY, WEBHEAD--BUT IF YOU'RE GOING TO THREATEN DOCTOR OCTOPUS, WE'RE AFRAID YOU'LL HAVE TO WAIT YOUR TURN IN LINE!

I'M BACK, OCTOPUS... AND THIS TIME I'M GOING TO DEMOLISH YOU!

A FEW MORE MINUTES, YOU GHASTLY APPARITION--AND I'LL DO FAR MORE THAN MERELY HURT YOU!

I'LL REDUCE YOUR SO-CALLED ECTOPLASM TO RANDOM SCATTERED ATOMS!

GEE, CAN I WATCH?

CHASH

THAT SOUNDS LIKE MORE FUN THAN TONY ORLANDO AND DAWN!

SO, HAMMERHEAD-- YOU SAW FIT TO IGNORE MY WARNING, DID YOU?

WHAT WARNING, OCTOPUS? I'M A GHOST NOW, REMEMBER? THERE'S NO WAY YOU CAN HURT ME!

SPIDER-MAN?!?

BETTER *BELIEVE* IT, BUSTER!

I'VE COME TO COLLECT *MAY PARKER* AGAIN-- AND IF YOU'RE *SMART*, YOU'LL GIVE HER TO ME *QUIETLY!*

NEVER! I'VE SWORN TO *DEFEND* THIS DEAR WOMAN WITH MY *LIFE*--

OTTO?!?

FOR *SHAME* OCKIE! YOU'VE USED THAT LINE *BEFORE!*

--AND MY SUPER-POWERFUL TENTACLES WILL *SHRED* ANYONE WHO TRIES TO *TAKE* HER FROM ME!

AFTER ALL YOUR ILLUSTRIOUS YEARS IN THE *SUPER-VILLAIN* GAME--

YOU KNOW, SOMETHING REALLY *SPIFFY* LIKE--

--YOU'D THINK YOUR WRITERS WOULD'VE COME UP WITH A NEW *ROUTINE* BY NOW!

--TAKE THAT, YOU DIRTY RAT!

CHUFF!!

OOOOOO-OOHH!!

HAS A NICE DRAMATIC *RING* TO IT, DOESN'T IT?

M-MRS. PARKER, ARE YOU *ALL RIGHT?* I-I'M SO *SORRY!*

I DIDN'T MEAN TO MAKE HIM *DROP* YOU LIKE...

N-N-NO! K-KEEP *AWAY* FROM ME!

YOU *HEARD* THE DEAR WOMAN, YOU ACCURSED ARACHNID--AND I WILL NOT WARN YOU *AGAIN!*

LEAVE-- HER-- ALONE!!

OCTOPUS-- *NO!* YOU *CAN'T--!*

WRONG!

HE *CAN...* AND *DID!*

MECHANICAL ARM PITCHED ME OUT THE WINDOW LIKE A *FOUL BALL--*

--BUT IF I CAN JUST *GRAB* THAT LEDGE WITH MY *WEB-BING,* I CAN...

THWIP!

OBOY.

HEY-- IT'S *SPIDER-MAN!*

THIS JOINT MUST BE *CRAWLING* WITH COSTUMED WEIRDOS!

YEAH. BE THE *FIRST* IN YOUR NEIGHBORHOOD TO COLLECT THEM *ALL!*

OPEN *FIRE*, MEN! BRING THAT MURDERER *DOWN!*

ACTUALLY, FELLAS, I'M ONLY WANTED FOR *QUESTION-ING* ABOUT A DEATH OR TWO--

--BUT I'LL LET THAT LITTLE LEGAL OVERSIGHT *PASS* FOR NOW!

AT THE MOMENT, I'VE GOT MORE *IMPORTANT* STUFF TO WORRY ABOUT--

--LIKE *UPSETTING* A CERTAIN SIX-ARMED DOCTOR'S *APPLE CART!*

I'M READY FOR YOU *NOW*, HAMMERHEAD! COME *CLOSER*-- IF YOU *DARE!*

COME *CLOSER*-- AND WATCH ME *DESTROY* YOU!

NOW *THAT* SOUNDS SUITABLY *OMINOUS.*

SORRY, DOC--BUT ANY GIZMO THAT'S ABLE TO WIPE OUT A *GHOST* CAN UNDOUBTEDLY CURL *MY* HAIR AS WELL!

SPLANG!

SO I'D BETTER TAKE STEPS TO INSURE THAT DOESN'T *HAPPEN!*

YOU MICROCEPHALIC MISCREANT--*STOP!* YOU DON'T *KNOW* WHAT YOU'RE *DOING!*

SURE I DO. I'M TEARING THIS LITTLE *TINKER-TOY* OF YOURS *APART!*

CRETIN! YOU'RE SMASHING MY ONLY *HOPE!*

BLANG!

WITHOUT THAT SPECIALLY-DESIGNED MECHANISM TO *NULLIFY* HIM, THE GHOST OF HAMMERHEAD WILL HAUNT ME *FOREVER!*

QUICKLY, MY DEAR! WE MUST *ESCAPE* WHILE THERE'S STILL...

WHAT--?!?

DON'T YOU *RECOGNIZE* IT, OCKIE?

IT'S THAT EVER-POPULAR STANDBY-- THE "*WEBBING-IN-THE-GLASSES*" TRICK!

THOK!

GUARANTEED TO MAKE YOU THE *LIFE OF THE PARTY* AND ENTERTAIN YOUR FRIENDS!

FOOL! NOTHING YOU CAN DO WILL *STOP* ME FROM TAKING THIS GOOD WOMAN *AWAY* FROM HERE!

ELOPING? AT *YOUR* AGE, YOU SHOULDN'T EVEN BE *HOLDING HANDS!*

L-LET *GO* OF ME, YOU M-MONSTER!

WALL-CRAWLER, YOU'LL BE THE *DEATH* OF US *ALL!*

FLEE, DEAR MAY-- WHILE I *HOLD OFF* THIS...

UUNNNGHH!!

WHAM

OCK, THE ONLY THING *YOU'RE* GOING TO END UP HOLDING--

BAM!

--IS THAT WELL-KNOWN PROVERBIAL *BAG!*

NOW IF YOU HAVE ANY BRAINS, DOC, YOU'LL JUST LAY THERE UNTIL...

H-H-HELP ME!

HUH?

IT'S HAMMERHEAD'S GHOST AGAIN--!

AND NOW HE'S THREATENING AUNT MAY!

SO OCTOPUS THOUGHT HE COULD DESTROY ME, EH?

WELL, LADY-- WAIT'LL HE SEES WHAT I CAN DO TO YOU!

N-NO! PLEASE-- STAY BACK!

GOTTA HIT HIM WITH MY WEBBING FIRST SHOT--TIE HIM UP BEFORE--!

HOLY HANNAH! MY WEBBING GOES RIGHT THRU HIM! HE REALLY IS A GHOST!

WHAT'S THE MATTER, WEBHEAD? YOU DIDN'T BELIEVE ME?

WELL, BELIEVE THIS, INSECT! ALIVE OR DEAD, I'M TAKING OVER NEW YORK WHEN I'M DONE HERE...

...AND THERE'S NOTHING YOU CAN DO TO STOP ME!

I WOULDN'T WASTE GOOD MONEY BET-TING ON THAT, YOU...

NO! SAVE YOUR BREATH! THERE'S ONLY ONE WAY TO DEAL WITH HAMMER-HEAD PERMANENTLY:

THAT PARTICLE ACCELERATOR YOU SO CASUALLY KICKED APART!

THEN WHAT ARE WE STANDING AROUND FOR, OCTOPUS? LET'S PUT THIS COCKA-MAMIE GIZMO BACK TOGETHER AGAIN!

AND QUICKLY, WEB-SLINGER-- BEFORE THAT MALLET-HEADED MENACE CAN HARM POOR MAY PARKER!

AND AFTER A RIDICULOUSLY RAPID **RECONSTRUCTION JOB...**

SO YOU STILL THINK THAT CRAZY **CONTRAPTION** OF YOURS CAN **RUB ME OUT,** OCTOPUS?

IF YOU'RE SO **CONFIDENT,** HAMMERHEAD-- WHY DON'T YOU FIND OUT FOR **YOURSELF?**

YOU KNOW, WISE GUY... THAT'S **EXACTLY** WHAT I'M GONNA **DO!**

THEN COME **CLOSER,** HAMMERHEAD--AND **DIE!**

LOOK AT THE ABSOLUTE **GLEE** ON HAMMERHEAD'S FACE. IT'S ALMOST AS IF HE **WANTS** OCK TO USE THAT MACHINE ON HIM!

BUT **WHY?...** UNLESS...

OCTOPUS, DON'T THROW THAT **SWITCH!**

HAMMERHEAD HAS BEEN **PLANNING** THIS ALL ALONG! HE'S TRYING TO **TRICK** YOU INTO...

GET OFF MY **BACK,** INSECT!

I'VE WAITED A **LONG TIME** FOR THIS MOMENT--

--AND NOTHING WILL **DEPRIVE** ME OF IT! **NOTHING!!**

SWOK!

CLIK!

UUNNGGHH!!

"IT'S **DONE!** HAMMERHEAD IS **CAUGHT** IN THE ACCELERATED ENERGY FIELD!

"I'VE **WON,** WEB-SLINGER--DO YOU **SEE?** I'VE **WON!!**"

I SEE IT ALL RIGHT, DOC--

--BUT I DON'T LIKE WHAT I'M SEEING!

IT WORKED! IT WORKED!! I'M BACK IN THE WORLD OF THE LIVING!

HAMMER-HEAD IS OUT--

--AND THERE AIN'T NOTHING ON EARTH THAT'S EVER GONNA BEAT ME AGAIN!

NO! IT'S NOT POSSIBLE--!

DEAR HEAVEN, WHAT HAVE I DONE?

SIMPLE, OCK. YOU'VE BLOWN IT--WITH A CAPITAL 'B'!

THE ONLY QUESTION NOW IS--WHAT ARE WE GOING TO DO ABOUT IT!

NEXT ISSUE: THE STORY YOU NEVER THOUGHT YOU'D SEE! SPIDEY BATTLING SIDE-BY-SIDE WITH HIS GREATEST FOE--AGAINST THE NEW, IMPROVED MENACE OF--HAMMERHEAD! BE HERE FOR...

ARM-IN-ARM-IN-ARM-IN-ARM-IN-ARM-IN-ARM WITH

DOCTOR OCTOPUS!

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the AMAZING SPIDER-MAN®

TM

OUT OF MY WAY, YOU PITIFUL HAS-BEENS!

HAMMERHEAD IS COMIN' THRU!

THIS TIME, NOT EVEN DEATH WILL STOP ME!!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

JV 339

LEN WEIN — WRITER/EDITOR | ROSS ANDRU — ILLUSTRATOR | MIKE ESPOSITO — EMBELLISHER | GLYNIS WEIN — COLORIST | JOE ROSEN — LETTERER | MARV WOLFMAN — COOK & BOTTLE-WASHER

ARM-in-ARM-in-ARM-in-ARM-in-ARM-in-ARM with DOCTOR OCTOPUS

HAMMERHEAD IS *OUT*, YOU COSTUMED CREEPOS--

--AND THERE AIN'T *NOTHIN'* ON EARTH THAT'S EVER GONNA STAND IN MY WAY *AGAIN!*

THEN WE MUST REALLY BE *OUT OF THIS WORLD,* MALLET-MOUTH, 'CAUSE YOU'RE NOT GETTING *PAST* US--

--AT LEAST, NOT IN *ONE PIECE!*

AND IF YOU THINK THAT'S A PERFECT CUE FOR **ACTION,** MARVELITE -- YOU COULDN'T BE MORE *RIGHT!*

CURSE YOU, HAMMERHEAD, YOU *TRICKED* ME--DUPED ME INTO *RESTORING* YOUR CORPOREAL FORM!

AIN'T *MY* FAULT YOU'RE THE PERFECT *PATSY*, OCTOPUS!

BESIDES, IT'S *YOUR* FAULT THAT ATOMIC EXPLOSION BLEW ME *OUT OF PHASE**--

--SO IT WAS ONLY RIGHT THAT *YOU* BE THE ONE TO BRING ME *BACK!*

*BACK IN ISSUE *131. -- LEN.

HEY, FLAT-TOP-- OVER *HERE!*

WHADDA *YOU* WANT, WEBHEAD?

NOTHING *MUCH*-- JUST A CRACK AT THAT UGLY *JAW* OF...

YEEOOOWW!!

KRANG!

I FORGOT THAT *SOLID-STEEL SKULL* OF HIS! MY HAND FEELS LIKE MANGLED *JELLO!*

THEN HOW'S ABOUT I GIVE YA SOMETHIN' *ELSE* TO WORRY ABOUT?

UUHHNN!!

CRIPES! IF IT WASN'T FOR MY *SPIDER-STRENGTH*, I'D BE A *BASKET-CASE* RIGHT NOW--

LIKE MAYBE A *BUSTED RIB* OR TWO!!

HAMMERHEAD, TURN AND *FACE* ME!

--INSTEAD OF JUST CHURNING UP MY *COOKIES!*

BACK FOR *MORE*, HUH?

WELL, MY *SKULL* CAN TAKE ANYTHING YOUR *TENTACLES* CAN DISH OUT!

SPANG!

PERHAPS, FOOL-- BUT THE *SAME* CANNOT BE SAID ABOUT YOUR *CHIN!*

CHOK!

I *OWE* YA FOR THAT, OCTOPUS! IN FACT, I OWE YA FOR A *LOT* OF THINGS--

STAY *BACK*, DOC! *I'LL* HANDLE THIS--!

--AND IT'S TIME I STARTED TO PAY YA *BACK!!*

DON'T *INTERFERE*, INSECT! *DOCTOR OCTOPUS* WILL DEAL WITH THIS MUSCLE-MINDED *CRETIN!*

THEN YOU'RE NOT DEALING WITH A *FULL DECK*, IF YOU BELIEVE YA CAN...

UUNNFF!!

SPIDER-MAN-- STAY *AWAY*, YOU FOOL! YOU'RE GETTING IN THE...

UUNNGGH!!

NO! I DIDN'T *MEAN* TO...

HHOOWWFF!!

FOR A MOMENT, THE THREE DAZED *ADVERSARIES* STAND FACING ONE ANOTHER, THE ROOM *WHIRLING* DIZZILY BEFORE THEM--

--AND THEN, WITH A GRACEFUL *APLOMB* THAT MANY MEN WOULD *ENVY*--

--THEY FALL FLAT ON THEIR META-PHORICAL *FACES!*

OFF TO ONE CORNER OF THE LABORATORY CHAMBER (WHERE WE **LEFT** HER LAST ISSUE), SPIDER-MAN'S USUALLY EFFERVESCENT **AUNT MAY** STANDS FOR AN INSTANT IN STUNNED **HORROR**--

--THEN BEGINS TO **SCREAM** HER FRAIL SILVER-HAIRED **HEAD** OFF--

--WHICH, IN TURN, SETS OFF A MOST REMARKABLE **CHAIN OF EVENTS!**

--WHILE A RATHER INCREDIBLY-DESIGNED **HELICOPTER** DESCENDS SILENTLY TO THE BUILDING'S **ROOF**--

ON THE GROUND OUTSIDE THE SUNLIT BROOKHAVEN ATOMIC RESEARCH FACILITY, SUFFOLK COUNTY'S CRACK **SWAT TEAM** COMMENCES AN ARMED **ASSAULT**--

--THEN SWIFTLY DISCHARGES A BIZARRELY-COSTUMED SQUAD OF **COMMANDOS,** WHO PRY LOOSE THE **COVER** OF A CONVENIENT **VENTILATION SHAFT**--

--AND LOWER THEMSELVES STRAIGHT TOWARDS AN UNSUSPECTING **CONFRONTATION** WITH...

BUT SINCE YOU'RE PROBABLY WAY **AHEAD** OF US--

--WHY DON'T WE JUST POP BACK **INSIDE**--AND **WATCH!**

UUHHNN...MY **HEAD** FEELS LIKE IT WAS CAUGHT IN A COLLISION BETWEEN AN **ARMORED CAR** AND A CRAZED **BULL ELEPHANT!**

BUT IT LOOKS LIKE I'M THE **FIRST** ONE TO **WAKE UP!**

BETTER WEB DOC OCK AND HAMMERHEAD *TIGHT* BEFORE...

BHUD-UD-AH!

HUH? MY SPIDER-SENSE-- *TINGLING!*

KEEP YOUR HANDS OFF THE *BOSS*, WEBHEAD-- OR THE *NEXT* BURST CUTS YOU IN *HALF!*

YOUR *BOSS*? HEY, WHAT *IS* THIS?

WHAT'S IT *LOOK* LIKE, WALL-CRAWLER? IT'S A *BREAK-OUT!*

HAMMER-HEAD IS GOING WITH *US!*

WRONG, PUNK-- NOBODY'S GOING *ANYWHERE!*

NOW PUT THOSE *GUNS* DOWN-- *FAST!*

WHA--? IT'S THE *COPS!*

BLAST THOSE LOUSY--

SPAK!

HEY-- MY *EYE!* CAN'T *SEE!*

BHUD-UD-AH!

THANKS FOR THE *ASSIST*, WEB-SLINGER-- BUT THESE *ANESTHETIC BULLETS* WILL...

NO! DIDN'T MEAN TO KNOCK HIM *OFF* THAT LANDING--!?!

B-DOW!

NO *SWEAT*, FRIEND. I'LL JUST *CATCH* HIM BEFORE...

CRIPES! OCTOPUS GOT IN MY *WAY!* I *TRIPPED* OVER HIS BLASTED *TENTACLES--!*

THAT GUN-WIELDING *WEIRDO* IS GONNA LAND RIGHT ON MY...

UUNNHH!!

BRACE YOUR-SELVES, MEN! WE'RE BEING *DIVE-BOMBED!*

DON'T KNOW HOW HAMMERHEAD *CONTACTED* YOU CLOWNS-- AND I DON'T REALLY MUCH *CARE!*

WHUDD!

ALL I'M CONCERNED ABOUT IS PETER PARKER'S *AUNT* AND GETTING HER OUT OF HERE *UNHARMED*--

--EVEN IF I HAVE TO TEAR YOU PUNKS *APART!*

WALL-CRAWLER, IT WAS *OTTO OCTAVIUS* WHO GOT POOR MAY PARKER *INTO* THIS SORRY SITUATION--

POK!

--AND IT IS *I* WHO WILL GET HER *OUT!*

THAT'S KIND'A LIKE A *FOX* OFFERING TO GUARD A *HENHOUSE*, OCKIE.

CHUD!

YOU JUST CAN'T HELP BUT SUSPECT HIS *MOTIVES!*

BESIDES, THE QUESTION IS *ACADEMIC* UNTIL WE CAN GET *PAST* THE POLICE AND HAMMERHEAD'S GOONS--

BHUD-UD-AH!

--AND, FRANKLY, I DON'T THINK WE CAN EXPECT *ALL* OF THEM TO ACCIDENTALLY *ANESTHETIZE* EACH OTHER!

IN *OTHER* WORDS, DOCTOR--

WHUMP!

--IT'S EVERY MAN FOR *HIMSELF!*

CHUFF!

POOR AUNT MAY! I DON'T KNOW HOW HER WEAK *HEART* HAS MANAGED TO...

NO! HAMMERHEAD HAS REACHED HER *FIRST!*

LET THAT WOMAN *GO*, HAMMERHEAD, OR I'LL...

YOU AIN'T DOIN' *NOTHIN'*, INSECT-- UNLESS YA WANT ME TO *REARRANGE* THIS OLD LADY'S *HAIRDO!*

I GOT A *CHOPPER* WAITIN' OUTSIDE FOR ME-- AND I'M GOIN' TO *USE* IT!

NO! P-PLEASE--!

ANYONE *FOLLOWS* ME-- AND THE OLD BIDDY *BUYS* IT!

STAY *PUT*--AN' MAYBE I'LL SEND HER BACK TO YA *INTACT!*

YEAH... *MAYBE!*

HA HA HA HA

WUMP!

WUMP!

CRUMBS! MALLET-MOUTH'S MOB IS TOSSING *SMOKE-BOMBS* TO COVER THEIR *RETREAT--*

--BUT THEY'RE NOT GOING *ANYWHERE--*

--NOT IF *I* HAVE ANYTHING TO SAY ABOUT IT!

AND I'M PLANNING TO SAY *PLENTY!!*

YOU'RE NOT *ALONE*, WEB-SPINNER! WE'VE GOT TO *STOP* THEIR LEADER BEFORE HE GETS *AWAY!*

WE'RE *TOO LATE!* HAMMERHEAD'S TAKING OFF INTO THE WILD BLUE *YONDER!*

HE HAD US WORKING *AGAINST* EACH OTHER WHILE HE MADE GOOD HIS *ESCAPE!*

THEN PERHAPS BY WORKING *TOGETHER*, WE CAN *RESCUE* MAY PARKER FROM HIS FILTHY *CLUTCHES!*

WHAT DO YOU *SAY*, SPIDER-MAN? ARE YOU WILLING TO SET ASIDE OUR PERSONAL *ENMITY* FOR THE SAKE OF THAT DEAR OLD *WOMAN?*

OKAY, I'LL *WORK* WITH YOU, OCTOPUS-- BUT I *WON'T* SHAKE YOUR *HAND!*

I'M LIABLE TO CATCH SOMETHING *CONTAGIOUS!*

I WON'T *FORGET* THAT INSULT, WALL-CRAWLER!

BUT WE CAN *SETTLE* OUR DIFFERENCES *AFTER* WE'VE FREED *MAY PARKER!*

MEANWHILE, ELSEWHERE...

WORK IS PROGRESSING FAR SWIFTER THAN EXPECTED, MY FRIEND.

I'VE ALREADY REPAIRED THE CORROSION AND WATER DAMAGE, AND THE SPECIAL--AH-- MODIFICATIONS WILL SOON BE COMPLETED!

YOU NEVER STOP WORKING, DO YOU?

IDLE HANDS ARE INDEED THE DEVIL'S WORK-SHOP!

BESIDES, CONSIDERING THE EXTRAORDINARY FEE YOU'RE PAYING ME, WOULD YOU TRULY WANT ME TO STOP?

YOU KNOW YOUR QUARRY FAR BETTER THAN I DO, MY FRIEND.

IT WILL NOT BE EASY TO DEFEAT HIM-- BUT I CAN CAN DO IT IF ANYONE CAN!

THOSE SPECIAL TIRES OF MY OWN DESIGN... THIS ELECTRON GYROSCOPE TO KEEP THE VEHICLE EVER UPRIGHT

TOY, THE ENGINE PLEASE.

THANK YOU, TOY. SET IT ON ITS MOUNTINGS, PLEASE.

A FEW MINUTES LONGER NOW, AND THE JOB WILL BE...

FINISHED, EH? INCREDIBLE! IF I DIDN'T KNOW WHAT YOU HAD DONE TO IT, I WOULD NEVER IMAGINE...

PRECISELY MY INTENTION. AND I ASSURE YOU, ONCE I PUT THIS MACHINE INTO ACTION--

--SPIDER-MAN WILL NEVER BOTHER ANYONE AGAIN!!

THE PRECEDING IS WHAT WE IN THE BUSINESS CALL A **TEASER.** NOW BACK TO OUR REGULARLY-SCHEDULED **STORY...**

...AND LET ME FURTHER-MORE STATE THAT IF THE PEOPLE OF THIS FAIR CITY CANNOT DISCERN BETWEEN **QUALITY** AND...

GREAT GADFREY!

IT'S SPIDER-MAN AND DOCTOR OCTOPUS--**TOGETHER!**

QUICK, MISS PLUMM, CALL THE **MAYOR**...THE **GOVER-NOR**...THE **PRESIDENT!**

AND GET ME THE FILES OF **OCTOPUS**... THE **WEB-SLINGER**...AND ANYBODY **ELSE** YOU CAN THINK OF!

THIS IS THE MOST **SPECTACULAR** STORY OF THE DECADE!

Y-Y-YESSIR, MR. JAMESON!

BUT MOMENTS LATER...

MISS PLUMM, WHAT ARE YOU DOING ON THE **PHONE**? I TOLD YOU TO GET THOSE **FILES!**

BUT YOU **ALSO** TOLD ME TO...

GET ON THE **STICK,** MISS PLUMM.

YESSIR.

CAN'T THAT MAN EVER MAKE UP HIS **MIND**? THE GIRLS IN THE STENO POOL WERE **RIGHT!**

J. JONAH JAMESON REALLY **IS** THE POOR MAN'S **ATTILA THE HUN!**

HERE ARE THE **FILES** YOU ASKED FOR, MR. JAMESON.

FILES? **WHAT** FILES? I TOLD YOU TO MAKE **PHONE CALLS!** GET **WITH** IT, PLUMM. THIS IS A **NEWS-PAPER,** Y'KNOW!

WE CAN'T AFFORD TO CARRY ANY **DEAD WEIGHT** AROUND HERE!

DEAD WEIGHT?

DEAD WEIGHT??

THAT **DOES** IT! STICK YOUR FILES AND YOUR PHONE CALLS AND YOUR DEAD WEIGHT IN YOUR **EAR,** MR. **ATTILA!**

I QUIT!

I TELL YOU, ROBBIE--YOU JUST CAN'T GET **COMPETENT HELP** THESE DAYS.

WELL, THAT'S **TWO** DOWN.

AND WHILE THE **DUST** SETTLES IN JOLLY JONAH'S OFFICE, LET'S CUT TO A DESERTED **ROOFTOP** ACROSS TOWN--AND GET BACK TO **BUSINESS!**

THIS OLD **NIGHT CLUB** USED TO BE HAMMERHEAD'S **HANG-OUT**--AND IT LOOKS LIKE THE BUZZARD HAS FLOWN HOME TO **ROOST!**

I CAN SEE TWO OF HIS **MUSCLE-BOYS** STANDING GUARD JUST INSIDE THAT DOOR!

THEN WHAT ARE WE **WAITING** FOR, WALL-CRAWLER?

THE LONGER WE JUST **STAND** HERE, THE GREATER THE POTENTIAL **DANGER** TO POOR **MAY PARKER!**

IT'S **FREAKY**, THE BOSS SHOWIN' UP **ALIVE** AFTER ALL THESE MONTHS--Y'KNOW, JAKE?

UH-**HUH.**

I FIGGERED THAT **A-BOMB** HAD FINISHED HIM FER **KEEPS**--

--BUT I GUESS YA JUST CAN'T KEEP A GOOD MUG **DOWN!**

KNOW WHAT I **MEAN**, MAX?

MAX?

OH, **THERE** YA ARE.

WISH YA'D STOP **SNEAKIN' AROUND** LIKE THAT, BUDDY. YA CAN GIVE A GUY THE...

CRIPES!

SURPRISE, SWEET-UMS!

HOLY BLUE BLAZES! IT'S--**SPIDER-MAN!**

NOT EXACTLY THE WORLD'S MOST **ORIGINAL** OPENING LINE, PAL--

POW!

--BUT IT'LL **DO!**

AND SECONDS LATER, *INSIDE* THE DUST-STREWN BUILDING...

THE SHORTEST WAY TO HAMMERHEAD'S *OFFICE* IS THRU THIS OLD *KITCHEN* THAT...

UH-OH, OCKIE. APPEARS SAID *KITCHEN* ISN'T QUITE AS *UNOCCUPIED* AS WE THOUGHT!

GRAB YER *GUN*, BERNIE-- *FAST!*

YEAH, JOE-- THE BOSS'LL SKIN US *ALIVE* IF THEY GET *PAST!*

DON'T WORRY ABOUT YOUR METAL-MINDED *HEADMAN* FLAYING YOU, FOOLS--

--WORRY ABOUT *DOCTOR OCTOPUS!!*

H-HOLY HANNAH! H-HE *PINNED* OUR DUDS TO THE *WALL!*

J-JUST BE THANKFUL THAT'S *ALL* HE PINNED!

OKAY, CREEPS-- THAT'S AS FAR AS YOU *GO!*

PUT THEM HANDS WHERE WE CAN *SEE* 'EM-- *NOW!*

ANYTHING YOU *SAY*, GUYS--

SPANG!

PLANG!

--BUT JUST REMEMBER YOU *ASKED* FOR IT!

C'MON, LADY--TAKE A SLUG OF *THIS!* IT'LL CALM YER *NERVES!*

NEVER! I WOULD SOONER *DIE* THAN TOUCH THAT VILE DRINK!

I'M *WARNIN'* YA, SISTER-- THAT CAN BE *ARRANGED!*

MAYBE A GOOD *SMACK* ACROSS THE CHOPS'LL CHANGE YER...

BAM!

HUH?

GRAB YER *CHATTER-GUNS*, BOYS--AN' LOCK ALL THE *DOORS!* WE'RE BEIN' *INVADED*--

--AND I THINK I KNOW BY *WHO!*

WELL, DON'T KEEP US IN *SUSPENSE*, MISTER H-- WHO ARE YOU *TALKING* ABOUT?

OCTOPUS-- AND THE *WALL-CRAWLER!?!*

I *WARNED* YOU MUGS WHAT WOULD *HAPPEN* IF YA FOLLOWED ME--

CLIK!

--AND IT'S TIME YA REALIZED HAMMERHEAD ALWAYS KEEPS HIS *WORD!*

EH? THE WHOLE *WALL* IS SLIDING UP--

-- AND THERE'S A WHOLE SLEW OF GUN-TOTING GANGSTERS *BEHIND* IT!

AND IT LOOKS LIKE IT'S *DITTO* FOR THE *OPPOSITE* WALL AS WELL!

OCKIE OL' BUDDY, I DO BELIEVE WE'RE CAUGHT RIGHT SQUARE IN THE MIDDLE OF YOUR PROVERBIAL *CROSSFIRE--!*

THE *QUESTION*, WEB-SLINGER, IS-- WHAT DO WE *DO* ABOUT IT?

WE GET A *MOVE* ON, DOC--AND *FAST!*

OR IT'S *SWISS CHEESE CITY* FOR BOTH OF US!

GIMME THAT *GAT*, YOU JERK! THOSE PUNKS AIN'T GETTIN' AWAY FROM ME *THIS* TIME!

I'M GONNA CUT 'EM IN *HALF* AN' THEN...

AARRGGHH!!

ROTTEN WEB-SLINGER PLUGGED UP THE *BARREL*-- THE CHATTER-GUN EXPLODED IN MY *FACE*--!

CONSIDERING *YOUR* FACE, MALLET-MOUTH-- *ANY-THING* WOULD BE AN *IMPROVEMENT!*

HOW'S IT *GOING*, DOC?

IF YOU HAVE TO *ASK*, WALL-CRAWLER-- YOU OBVIOUSLY DO NOT KNOW *OTTO OCTAVIUS!*

DEFEATING THESE MINDLESS DOLTS IS SO *SIMPLE*, IT'S ALMOST *EMBARRASSING!*

WHILE DOC OCK KEEPS THOSE CLOWNS *BUSY*, I'D BETTER FIND SOME WAY TO *PROTECT* POOR AUNT MAY--

--AND THIS METAL *FLOOR* SEEMS AS GOOD A WAY AS *ANY!*

RREENNCCHH

MAYBE YOU CREEPS CAN HANDLE MY *MEN*, BUT YOU AIN'T GONNA CAPTURE *HAMMERHEAD!*

CLIK!

WHIRRRRRRRR

IN CASE YOU MUGS'VE FORGOTTEN, THIS ENTIRE *OFFICE* IS REALLY A *REVOLVING TURN-TABLE*--

--AN' ONCE IT REACHES THE RIGHT *POSITION*--

--*I'M GETTIN' OUTTA HERE!*

CHRASH

YOU'RE NOT GOING *ANY-WHERE*, CURLY-- WITHOUT YOUR NEIGHBORHOOD *YOU-KNOW-WHO* FOLLOWING RIGHT ON YOUR...

HUH?

HAMMERHEAD MUST'VE *TAMPERED* WITH THE ACTIVATING MECHANISMS! THE ROOM IS SPINNING *OUT OF CONTROL!*

--AND THE *CENTRIFUGAL FORCE* IS KNOCKING EVERY-BODY FOR A L--

OOOOPS!

ANOTHER INCH AND IT WOULD'VE BEEN INSTANT *SPIDEY-BURGERS!*

NO! HE CAN'T ESCAPE ME *NOW!*

THIS WINDOW WILL REVOLVE AROUND TO THE PROPER POSITION *AGAIN*--

--AND THEN NOTHING WILL STOP ME FROM GAINING MY *REVENGE!*

FORGET HAMMERHEAD, DOC--AND HELP ME *STOP* THIS RUNAWAY ROOM!

OR WE'LL NEVER GET THESE GOONS *OUT* OF HERE *ALIVE!*

THEN LET THEM *DIE!* THEY DON'T *MATTER* TO ME! *NOTHING* MATTERS--

--EXCEPT *HAMMER-HEAD!*

CAN'T GO AFTER *OCTOPUS* UNTIL THIS EVER-LOVIN' *ROOM* STOPS SPINNING--

--AND EVEN MY *WALL-CRAWLING ABILITY* WON'T STAND AGAINST THIS INCREDIBLE CENTRIFUGAL FORCE MUCH *LONGER!*

GOTTA KEEP THROWING EVERY-THING I CAN LAY MY *HANDS* ON DOWN INTO THOSE *GEARS*--

--TRY TO *JAM* THEM ENOUGH TO *SLOW* THEM DOWN BEFORE...

GRUNCH!

THERE YA GO! THAT FINALLY WOUND THE GIZMO DOWN! NOW I'VE GOT TO...

UH-OH. HAMMERHEAD'S JOY-BOYS ARE BACK ON THEIR FEET--

--AND THEY DON'T LOOK PLEASED!

HONESTLY, SOME PEOPLE JUST DON'T KNOW WHEN THEY'RE WELL OFF!

AND WITH THESE CLOWNS OUT OF THE WAY, AUNT MAY WILL BE SAFE HERE WHILE I GO AFTER DOCTOR OCTOPUS AND...

OH, SWELL!

THAT'S THE ONE THING I HADN'T COUNTED ON!

WHEN THE STUPID ROOM STOPPED SPINNING, IT LEFT THE ONLY WINDOW FACING A SOLID BRICK WALL!

AND WHILE THE WEB-SLINGER PONDERS HIS IMPOSING PROBLEM, LET'S CUT TO THE NIGHT CLUB'S ROOF--AND JOIN DR.OTTO OCTAVIUS IN HIS FRENZIED SEARCH FOR...

HAMMERHEAD! WHERE ARE YOU, YOU CRAVEN COWARD? NO MATTER WHERE YOU HIDE, I'LL FIND YOU! I SWEAR I'LL...

WHAT--?!? THE ROOF HAS SUDDENLY STARTED TO MOVE BENEATH MY VERY FEET--!

HAVE TO GET OUT OF THE WAY BEFORE...

BUT THE NOT-SO-GOOD DOCTOR'S ANXIOUS EXCLAMATION IS ABRUPTLY CUT SHORT--

--AS THE TAR-PAPERED ROOFTOP SWINGS WIDE OPEN--

--DEPOSITING THE EIGHT-LIMBED ARCH-VILLAIN RATHER UNCEREMONIOUSLY IN THE ADJOINING ALLEYWAY--

--AND UNLEASHING A CERTAIN MOST UNUSUAL AIRCRAFT WE'VE SEEN A TIME OR TWO BEFORE!

NO! HAMMERHEAD IS MAKING HIS ESCAPE!

YEAH, OCK-- AN' THERE AIN'T NOTHIN' YOU CAN *DO* ABOUT IT!

WE'LL *SEE*, YOU MALLET-HEADED HALF-WIT-- *WE'LL SEE!*

BOLD *TALK*, OCTAVIUS--BUT HAMMERHEAD'S *HELICOPTER* IS ALREADY OUT OF REACH OF EVEN MY AWESOME *TENTACLES!*

IF ONLY I HAD SOME SORT OF *WEAPON* TO USE AGAINST THAT ACCURSED AIRCRAFT, I MIGHT STILL...

EH? THOSE *TRASH CANS!* THEY'RE NOT *MUCH*, AND YET--

--IN THE HANDS OF *DOCTOR OCTOPUS*, EVEN THE MOST *INNOCENT* OBJECT CAN BECOME A *LETHAL WEAPON!*

*--AND HIS MAKESHIFT MISSILE **CONNECTS**-- WITH A BITTER **VENGEANCE!***

NO! BLAST YOU, OCTOPUS-- YA CAN'T *DO* THIS TO ME!

NOT *AGAIN! NOT AGAIN!!*

*THE CRIME BOSS CALLED HAMMERHEAD **CONTINUES** HIS SHRILL **PROTEST**--*

*--ALL THE WAY DOWN TO THE WAITING WATERS OF THE MURKY **HUDSON RIVER**--*

*--WHERE HIS PROTESTS FINALLY **CEASE**--*

"FOREVER!!

BWA-ROOM!

*HIS FIRST SHOT IS **TOO LONG**, HIS SECOND FALLS **SHORT**-- BUT BY HIS **THIRD** SHOT, DOC OCK HAS FOUND THE **RANGE**--*

RRUUNCHH

WELL, SO MUCH FOR *SUBTLETY!*

DON'T KNOW WHAT'S BEEN *GOING ON* OUT HERE--

--BUT FROM THE SOUND OF THAT *EXPLOSION*, HH AND DOC OCK HAVE BEEN *BUSY!*

HERE COMES *TWEEDLEDUM!* WHAT HAPPENED TO *TWEEDLEDUMBER?*

HAMMERHEAD IS *FINISHED*, WALL-CRAWLER--AND NOW, AS I PROMISED, IT IS TIME WE SETTLED *OUR* DIFFERENCES!

HAND *MAY PARKER* OVER TO ME, SPIDER-MAN--OR I SWEAR I'LL TEAR YOU *LIMB-FROM-LIMB-FROM-LIMB!*

WEOOWEOOWEOO

THEN COME ON, DOC--AND LET'S GET IT *OVER--!*

FATE HAS GRANTED YOU A *REPRIEVE*, WEB-SLINGER--FOR THE *MOMENT!*

BUT SOMEDAY--*DOCTOR OCTOPUS WILL RETURN!*

AND I'LL BE *WAITING*, DOC!

BUT FORGIVE ME IF I DON'T HOLD MY *BREATH!*

BY THUNDER! THOSE *SIRENS--!* IT'S THE *POLICE!*

CURSE IT ALL, I CAN'T LET THEM CAPTURE ME *NOW!*

AND, SECONDS LATER, ON THE STREET...

SONUVAGUN, IT WAS ONLY THE *FIRE DEPARTMENT*, RESPONDING TO THE *SMOKE* I STIRRED UP WHEN I JAMMED THOSE GRINDING *GEARS!*

I'D BETTER LEAVE AUNT MAY HERE FOR *THEM* TO ATTEND TO--

WEOOWEOO

--WHILE EVERYBODY'S FAVORITE *PERSONA NON GRATA* MAKES A HASTY *EXIT!*

I'VE GOT *ENOUGH* TROUBLE THESE DAYS WITHOUT GETTING BLAMED FOR STARTING THE *TOWERING INFERNO!*

NEXT ISSUE:

THE TRIUMPHANT RETURN OF AN ALMOST-FORGOTTEN *MENACE*, IN THE OFF-BEAT *ACTION EXTRAVAGANZA* WE CALL...

MY KILLER, THE CAR!

BE HERE!

SPIDER-MAN ANNUAL

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MARVEL COMICS GROUP™

KING-SIZE ANNUAL!

ALL NEW!

DOUBLE-SIZE DYNAMITE!

The AMAZING SPIDER-MAN™

APPROVED BY THE COMICS CODE AUTHORITY

AS SPIDEY BATTLES THE MOST SENSATIONAL NEW VILLAIN OF ALL — FOR THE LIFE OF J. JONAH JAMESON!

THEY CALL HIM

THE HUMAN FLY!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

"STEP INTO MY PARLOR..."

PART I

YEARS, ROBERTSON! I TELL YOU I'VE DEVOTED YEARS TO EXPOSING THAT BLASTED WALL-CRAWLER FOR THE THREAT HE IS!

AND WHAT HAPPENS?

HE ROAMS THE CITY AS FREE AS A BIRD--WHILE SALES FIGURES ON THE BUGLE DROP!!

DAILY BUGLE

15¢

Vol. 57 No. 212

SPIDER-MAN--MENACE AT LARGE!

IN CASE YOU HAVEN'T GUESSED, YOU'VE JUST WALKED INTO THE PUBLISHER'S OFFICE OF THE NEW YORK DAILY BUGLE.

PLOT & EDITOR
LEN WEIN
WRITER
BILL MANTLO
ARTIST
GIL KANE
INKERS
GIACOIA & ESPOSITO
LETTERER
JOHN COSTANZA
COLORIST
PETRA GOLDBERG

AND YOU'RE RIGHT ON TIME FOR THE-SPIDER-MAN-MENACE-LITANY #40,679. THE SPEAKER: J. JONAH JAMESON.

WHO ELSE??

JV222

SO TELL ME, MR. CITY EDITOR-- WHAT ARE WE DOING WRONG?

WHY DOES A BEST-SELLING NEWSPAPER SUDDENLY FIND IT-SELF SCRAMBLING FOR AN AUDIENCE?

WHY??

TIMES CHANGE, JONAH. PEOPLE CHANGE. AND NOW WITH THE GLOBE MAKING A COMEBACK...

THAT RAG!??

IT MAY BE A RAG TO US, JONAH--

--BUT THEY'VE ALREADY SCOOPED US ON THAT WHITE TIGER STORY A WHILE BACK--*

AND THAT NEW PUBLISHER OF THEIRS--THIS K.J. CLAYTON GUY --IS STARTING TO MAKE US LOOK SILLY!

*AS SEEN IN OUR BLACK-AND-WHITE DEADLY HANDS OF KUNG FU #22--L.W.

PUBLISHER!? SILLY??

I WON'T STAND FOR IT, I TELL YOU!

HOW CAN SOMEBODY COME OUT OF NOWHERE AND SUDDENLY BE COMPETI-TION FOR J. JONAH JAMESON?

BASKET.

I DON'T KNOW JONAH--BUT THIS CLAYTON DUDE HAS!

WELL--WE'LL SEE ABOUT THAT!

HAVE THAT NEW SECRETARY OF MINE GET PARKER FOR ME, AND--

HI, GUYS! SOMEBODY MENTION MY NAME!

YOU'RE GONNA WISH SOMEBODY HADN'T, PETE!

BLAMED RIGHT HE IS! WHERE'VE YOU BEEN, PARKER?

HUH? HOME, BUT--

HOME?? WHAT IN BLAZES WERE YOU DOING THERE?!

I WAS SLEEPING, JJ. I USUALLY SLEEP UNTIL ABOUT NINE IN THE MORNING!

YOU DO, EH? WELL THAT STOPS AS OF NOW! THIS IS A NEWSPAPER, PARKER--

--NOT A REST HOME! FROM NOW ON, YOU SLEEP ON YOUR OWN TIME-- NOT THE BUGLE'S!

BUT...

TRY COUNTING TO TEN, PETE-- SLOWLY!

AND RIDDLE ME THIS, MR. HOTSHOT PHOTOGRAPHER--

--HOW COME THE GLOBE GOT THOSE PHOTOS OF THE WHITE TIGER LAST MONTH?

AND HOW COME THE BUGLE HASN'T GOT TEN ONE SINGLE PICTURE OF SPIDER-MAN OUT OF YOU IN OVER A WEEK?

I'M WAITING, PARKER--

--AND WHATEVER YOU'RE GONNA SAY HAD BETTER BE GOOD!

IT'S NOT MY FAULT I HAVEN'T GIVEN YOU ANY PICTURES LATELY, MR. J!

NO? WHOSE FAULT IS IT THEN?

(ULP) Y-YOURS, SIR.

WHAT??

SURE! DON'T YOU REMEMBER TELLING ME YOU DIDN'T WANT ANY MORE SHOTS OF SPIDEY JUST BEATING UP MUGGERS OR BANK ROBBERS? YOU SAID IT MADE HIM LOOK TOO SYMPATHETIC!

BESIDES--ALL HIS OLD FOES--THE ONES WORTH PHOTOGRAPHING--LIKE THE SHOCKER, THE SANDMAN, THE VULTURE AND THE SCORPION ARE STILL IN JAIL AND--

STOP, PARKER! HOLD IT RIGHT THERE! MY BOY, YOU'VE JUST GIVEN ME THE IDEA OF THE CENTURY!

I DID?

YOU DID! BUT IT TOOK MY INCREDIBLE IMAGINATION TO PERCEIVE THE POSSIBILITIES!

YOU GOING OUT, JJJ?

OF COURSE I'M GOING OUT!

ROBBIE--SEE THAT PETER IS PUT ON THE LIST TO RECIEVE ONE OF THOSE SPECIAL CIGAR-SCENTED CHRISTMAS CARDS I SEND OUT EVERY YEAR!

TAX DEDUCTIBLE, NATURALLY!

SOMETIMES I GET A COLD CHILL UP AND DOWN MY SPINE WHEN HE STARTS ACTING LIKE THAT!

I KNOW WHAT YOU MEAN, ROBBIE!

BELIEVE ME--I KNOW WHAT YOU MEAN!!

AND WHILE ONE **PETER PARKER** GOES ABOUT TRYING TO GET HIMSELF OFF A CERTAIN PUBLISHER'S CHRISTMAS **MAILING LIST**...

...**WE** TRAVEL DOWNTOWN, SEVERAL HOURS **LATER**, TO THAT **HIND-SECTION** OF THE CITY, WHERE CRUMBLING BUILDINGS CROWD AS FAR BACK AS THEY CAN **GO** WITHOUT TUMBLING INTO AN ALREADY DIRTY **RIVER**.

WELCOME TO **THE WATERFRONT**.

REPORT FROM **UNIT FOUR**, SIR! THEY'VE GOT THE BACK **COVERED** AS ORDERED!

MAKE SURE TO **RELAY** THAT CALL TO THE **HARBOR POLICE**, LARSEN!

WE'VE GOT THESE RATS **CAGED**--

--AND I WANT TO MAKE SURE THEY **STAY** THAT WAY!

COVER ME, PERELLI! I'M GONNA TRY **REASONING** WITH THOSE KILLERS!

FAT **CHANCE**, SIR!

BUT YOU'RE **COVERED** ALL THE SAME!

DEACON! THIS IS **CAPT. BONNER!**

I KNOW YOU CAN **HEAR ME**, DEACON! **ANSWER** ME!

NOTHING.

OKAY, SWEEP THOSE **SEARCH-LIGHTS** OVER THE **THIRD FLOOR**, COSTELLO!

CIRCLES OF **LIGHT** PINPOINT SHATTERED **GLASS**.

NOTHING MOVES.

DID YOU **SEE THEM**, PERELLI?

YET THERE **IS** LIFE WITHIN, FOR **SHADOWS** DART BACK AWAY FROM THE SUDDEN **BRIGHTNESS**.

YESSIR. THIRD FLOOR **RIGHT**! ANY **ORDERS**, SIR?

YES, CORPORAL. WE **WAIT**!

MAYBE **YOU** WAIT, CAPTAIN--

BAR

--BUT YOUR ORDERS SURE AS *HECK* DON'T APPLY TO *YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!*

NOT A *BIT!*

I WON'T EVEN *BOTHER* LOADING MY *CAMERA.*

JONAH WANTS SNAPSHOTS OF *SUPER-VILLAINS*-- NOT MEASLY LITTLE *KIDNAPPERS!*

SHOTS OF ME HELPING THE *POLICE* WOULD MAKE ME LOOK TOO MUCH LIKE A *PUBLIC SERVANT*--

--INSTEAD OF THE VAINGLORIOUS *PUBLICITY-SEEKER* HE WANTS THE WORLD TO *THINK* I AM.

HOW MUCH LONGER DO WE JUST *SIT* HERE, SIR?

I MEAN, WE HEARD THE GIRL *SCREAM* A LITTLE WHILE AGO!

I HAVE *EARS,* WAYNE!

BUT I WANT THE *GIRL* AND THE *OLD MAN* BACK *ALIVE!*

NOT AS A PAIR OF *CORPSES!*

I WONDER IF THAT *POLICE CAPTAIN* IS REALLY AS *COOL* AS HE'S TRYING TO *SOUND*--

--OR IF HE'S JUST TRYING TO KEEP DOWN HIS *OWN* FEAR?

EITHER WAY--HE'S DOING THE *ONLY* THING HE *CAN* DO!

WAITING...

THWIP!

...AND PRAYING!

BUT LUCKY FOR HIM HE'S JUST PICKED UP AN *ACE* IN THIS LITTLE GAME!

THAT LITTLE OL' WEB-SLINGER-- *ME!*

NOT THAT I LIKE TO *TOOT* MY OWN *HORN,* MIND YOU--

BUT WHEN YA *GOT IT,* BABY--

--ETCETERA!

ALL RIGHT, WEBHEAD! TAKE IT NICE AND *SLOW!*

DON'T WANT OUR *CROOK-TYPES* TO GET WIND OF--

--UH OH!

AND NOT EXACTLY BEING *MR. POPULAR* WITH EITHER THE GOONS *INSIDE* OR THE *MAJORITY* OF NEW YORK'S FINEST DOWN *BELOW*--

THAT *SEARCH-LIGHT* BEAM IS SWINGING RIGHT *TOWARDS ME!*

--I BETTER MAKE SURE IT DOESN'T *SPOT* ME!

NO *SWEAT* THOUGH!

IF *PHILLIPE PETITE* COULD DO IT--

SPRONG!

--WHY SHOULD I WORRY?

MADE IT--WITH FRACTIONS OF AN INCH TO *SPARE!*

SPRANG!

NOW BACK TO *BUSINESS!*

THE GOONS ARE SUPPOSED TO BE ON THE *THIRD FLOOR*--

--WITH *ALL* THEIR ATTENTION FIXED ON THE *STREET!*

SO IT'S AN EVEN *BET* THEY WON'T BE EXPECTING *CALLERS* FROM *UPSTAIRS!*

I *HOPE!*

COPS ARE AWFUL *QUIET* OUT THERE.

THINK MAYBE THEY GAVE *UP?*

WOTTA *LAUGH!* TELL 'IM, RICK!

YEH, RICKY. TELL 'IM THAT'S *BONNER* DOWN THERE! YER OLD *PAROLE OFFICER!*

THE GUY WHO *SWORE* YOU'D GONE *STRAIGHT*...THE SUCKER!

YOU MAKE A *JOKE* OF BEING *HONEST?* WHAT KIND OF MEN *ARE YOU?*

SHUT UP, OLD MAN.

SHUT UP? ANIMAL, I'LL...

MR. LEVIN-- *DON'T!*

THAT ORDER WENT FOR YOU *TOO*, SISTER!

JUST KEEP YOUR TRAP *SHUT!*

I-I JUST DON'T WANT THE OLD MAN TO GET... *HURT!*

IT'S *ME* YOU WANT! MY FATHER'S *MONEY!* CAN'T YOU LET HIM *GO?*

IN A WORD, SISTER...

NO.

WHAP!

THAT ANSWER YOUR *QUESTION?*

YOU--YOU ARE A *COWARD!* TO HURT ONE WHO IS *HELPLESS* IS... *OBSCENE!*

I A'READY *TOLD* YOU TO *SHUT UP,* POPS!

NOW I'M GONNA HAVE TO--

CREEAK!

WHAT'S THAT?

MAYBE A *RAT*, RICKY?

THESE OLD DUMPS IS *CRAWLIN'* WITH 'EM!

NO *RAT* WEARS SIZE 14 SHOES, CHINO.

OKAY. SO MAYBE SOMEBODY SHOULD GO UP AN' *SEE!*

SO MAYBE YOU JUST GOT ELECTED "*SOMEBODY*", CHINO.

WHY *ME?*

'CAUSE MY *GUN* IS POINTIN' AT *YOUR HEAD!*

REASON ENOUGH, CHINO?

FOR *NOW*, MAN!

BUT YOU AIN'T GONNA BE ON TOP *FOREVER*, DEACON.

REMEMBER THAT!

RICK DEACON *SNEERS* AND GOES BACK TO HIS *CAPTIVES.*

BENEATH CHINO'S BOOTED *FEET*, THE ROTTED PLANKING OF THE ANCIENT STAIRWAY *GROANS.*

HE CAN'T TELL WHICH SCARES HIM *MOST.* THE GROANING...

...OR THE *POUNDING* OF HIS *HEART!*

ALL RIGHT, WHOEVER YOU ARE!

DON'T MAKE A--

--MOVE?

HEY, NOBODY HERE?

NOPE!

JUST US *SPIDER-MEN*, UGLY!

SLAM!

AN' *WE* DON'T TAKE UP MUCH *ROOM!*

SUNNUVA--!!

UH UH UHH, CHUCKLES!

LET'S WATCH THE LANGUAGE-- OR THIS'LL TURN INTO AN X-RATED KIDNAPPING!

YOU FREAKIN' WALL-CRAWLER! I'M GONNA--

THWIP!

THWAP!

MMMPPFFF!

HMMM! THE STRONG, SILENT TYPE, EH?

YOU'RE GONNA CONSIDER YOURSELF LUCKY I DIDN'T WASH YOUR MOUTH OUT WITH SOAP! KNOW WHAT I MEAN, CHUM?

YYMMFFF!

OR IS IT THAT YOU'RE TRYING TO SPARE ME THE FRAGRANCE OF YOUR BREATH?

SILLY BOY!

I ALWAYS CARRY A SPARE PACK OF CERTS!

KER-WHAM!

WELL, THAT OUGHTTA HOLD *YOU*, TWEEDLEDEE!

NOW IF ONLY BY SOME *MIRACLE* THE TWEEDLE-DUMS *DOWNSTAIRS* SOMEHOW MISSED ALL THE *NOISE*--

HEY, WHAT DO YOU *KNOW*?

NOT A CREATURE IS *STIRRING*--

--NOT EVEN A *LOUSE*!

NOW IF I CAN JUST GET DOWN THESE CREAKY OLD *STAIRS* WITHOUT--

OOOPS.

OH, WELL.

YOU *WIN* A FEW--

--YOU *LOSE* A FEW!

KRRRUUMMF!

CORRECTION, WALL-CRAWLER!

WHEN YOU LOSE *THIS* GAME--

--YOU LOSE *PERMANENTLY!*

BLAST HIM!!
POW!
POW!
KTOW
YOU GUYS HAVE GOT TO BE KIDDING!
DO YOU HAVE ANY IDEA HOW MANY TIMES I'VE HAD TO GO THROUGH THIS SAME ROUTINE?
THIS WEEK ALONE?
WHAMM!
BAMM!
I MEAN--AFTER A WHILE IT'S JUST LIKE BOWLING!
THWAM
YOU SET 'EM UP--
--I KNOCK 'EM DOWN!
WELL, NOT THIS TIME, YA WEBBED FREAK!
HOLD HIM, ROXY--
--WHILE I DRILL HIM!
HE'S HELD, RICK!
HEY--WAIT! DON'T I GET ANY LAST WORDS?

LIKE--NUTS TO YOU!?

SKRAMM!

WATCH OUT, YA BLASTED--

MR. SPIDER-MAN!

YOU SHOULD LOOK BEHIND YOU--FAST!!

MANY THANKS, FRIEND!

BUT MY SPIDER-SENSE ALREADY HAD THIS CLOWN SPOTTED!

BUD-UH!

HOW IN BLAZES CAN ANYBODY TURN, DUCK AND MOVE SO FAST??

--AND AN UNCANNY TALENT FOR DOING THE IMPOSSIBLE!

SIMPLE, SWEETHEART!

GOOD FOOD LOTS OF REST--

--IT'S YOUR TURN, BIG BOSS!

AND NOW THAT THE MICKEY MOUSE PART OF THIS GANG IS OUT OF THE WAY--

SO WHAT'RE YOU STOPPIN' FOR, WALL-CRAWLER?

'LESS MAYBE YOU REALIZE THAT THIS GUN POINTED AT THE GIRL'S HEAD AIN'T NO BLUFF!

YOU'RE *CRAZY*, DEACON! GIRL OR *NO* GIRL--

--YOU CAN'T JUST *WALK* THROUGH FIVE SOLID BLOCKS OF *POLICE!*

MAYBE *NOT*, WEBHEAD--

--BUT I SURE AIM TO *TRY!*

LOOK! *IT'S HIM!*

TELL YOUR BOYS TO PUT UP THEIR GUNS, BONNER-- OR THE GIRL *GETS IT!*

DEACON, YOU...

ALL RIGHT... DO AS HE *SAYS*, MEN!

ATTABOY, CAP'N!

GOOD TO SEE WE STILL *UNDERSTAND* EACH OTHER!

JUST LIKE WHEN I WAS ON *PAROLE!*

LET THE GIRL *GO*, RICK!

DON'T ADD *MURDER* TO A *KIDNAPPING RAP!*

DON'T BE SUCH A *CHUMP*, BON--

OHHHH!

KNOW SOMETHING, KILLER?

YOU LOOK A LITTLE *NAKED* WITHOUT YOUR *HOSTAGE!*

FACE IT, FELLA-- THE BALLGAME IS *OVER!*

--*HUH?!?*

WELL, IF I'M GOIN' *DOWN*, WALL-CRAWLER--

--I'M GONNA TAKE ALL OF YOU WITH ME!!

STOP!

NO YOU WON'T, MR. DEACON.

NOT NOW.

NOT EVER!

THE GIRL'S SAFE!

GET HIM!!

STROW!

CRACK!

KA-POW!

BONNER! NO!!

WE GOT HIM, CAPTAIN! NOBODY COULD'VE LIVED THROUGH THAT!

NO. I GUESS... NOT.

I'M SORRY, RICK... FOR BOTH OF US.

HEY--?

HERE'S YOUR PRIZE, OFFICERS! SHE'S A BRAVE KID--

--BUT JUST ABOUT NOW, SHE'S OVER-DUE FOR A KLEENEX!

HOLD IT, WEB-SLINGER! YOU'RE WANTED FOR--

NOT NOW, O'HARA! WE OWE HIM THAT MUCH AT LEAST.

GRACIAS, MI CAPITAN!

YOU'LL FIND THE REST OF THE GANG INSIDE!

UNDER THE METICULOUS EYE OF A GUN-TOTING MR. LEVIN!

GOOD NIGHT, GANG!

GLAD I COULD HELP!

YOU KNOW-- I'M BEGINNING TO WONDER IF MAYBE I SHOULD SWITCH MY SUB-SCRIPTION FROM THE BUGLE-- TO THE GLOBE!

THE RIVER DRIFTS ON, CARRYING ITS GARBAGE WITH IT.

BLOCKS PASS, BUILDINGS IMPROVE A BIT.

YOU'LL DO IT, THEN?

FOR THE KIND OF MONEY YOU'RE OFFERING, HOW COULD I REFUSE?

AND IN SOME... THE MIDNIGHT OIL BURNS.

I'D *COUNTED* ON THAT, DOCTOR-- WHEN AN *EMPLOYEE* OF MINE GAVE ME THE IDEA IN THE *FIRST PLACE!*

AND YOU *KNEW,* NO DOUBT, MR. JAMESON, THAT LIKE MY LATE *BROTHER FARLEY*--

--DR. HARLAN STILL-*WELL* WOULD BE IN *DESPERATE* NEED OF FUNDS--TO CARRY OUT MY *RESEARCH!*

DESPERATE ENOUGH TO DO... *ANYTHING!*

DON'T BE SO *MELODRAMATIC,* STILLWELL! I'M NOT ASKING YOU TO DO ANYTHING *ILLEGAL!*

NO? YOU CAME TO MY BROTHER FARLEY WITH A *SIMILAR* REQUEST--

--AND THE RESULT WAS THE CREATION OF A DANGEROUS *CRIMINAL...*

...THE *SCORPION!**

*SPIDEY #20. --LEN.

THAT WAS AN *ACCIDENT!* THEN, AS *NOW,* I'M LOOKING FOR SOMEONE TO CREATE A SUPER *HERO* FOR ME!

A FORCE FOR *GOOD!*

A FORCE THAT WILL *RID* THIS CITY--AND *ME*-- OF THAT WALL-CRAWLING MENACE, *SPIDER-MAN!*

YOU KNOW MY *PRICE,* STILLWELL!

YES, I *KNOW* YOUR PRICE.

AND I HAVE NO CHOICE BUT TO... *AGREE!*

GOOD! NOW WHAT I WANT IS A BEING THAT CAN *RIVAL* ALL OF SPIDER-MAN'S OVER-VAUNTED *POWERS!*

HIS *SPIDER-SENSE!* HIS ABILITY TO CLING TO *WALLS!* HIS *SPEED!*

HIS *SPIDER-STRENGTH!*

A TALL *ORDER,* MR. JAMESON, BUT THERE *IS* A SCIENTIFIC *CORRELATION* BETWEEN--

SPARE ME THE *DETAILS,* DOCTOR!

JUST *CALL* ME WHEN IT'S *DONE!*

*AND WHEN JOLLY JONAH HAS *DEPARTED...*

WHAT SUPREME *IRONY!*

THAT FOOL IS OFFER-ING ME A *FORTUNE*--

--NOT *REALIZING* THAT HIS *COMMISSION*--

--*DOVETAILS* COMPLETELY WITH MY *OWN* WORK--ALREADY IN *PROGRESS!*

COME, MY BEAUTIES! OUR MOMENT IS *UPON* US!

MUSCA DOMESTICA! COMMON HOUSE-FLIES!

POSSESSED OF EXTREMELY *POWERFUL*, MULTI-MEMBRANEOUS *WINGS* ... FOR *SPEED!*

SEGMENTED *LEGS* THAT ALLOW THEM TO CLING TO ANY *SURFACE!*

COMPOUND *EYES* WHOSE MANY *FACETS* ENABLE THEM TO SEE IN *ALL DIRECTIONS!*

AND *STRENGTH!* THE POWER TO LIFT AND CARRY *MANY TIMES* THEIR OWN *WEIGHT!*

YES, MY PETS! YOU WILL DO QUITE *NICELY* FOR WHAT I HAVE PLANNED--!

BUT THERE IS STILL THE MINOR MATTER OF A *VOLUNTEER!*

CONSIDER THAT... *SOLVED*, DOC!

WHO ARE YOU? HOW DID YOU GET *IN HERE??*

I... *CRAWLED*, DOC.

LIKE A... LOUSY CRIPPLED... *INSECT!*

I KNOW YOU'VE PATCHED UP *PALS* OF MINE WHEN THE *PRICE* WAS RIGHT, DOC.

I ALSO KNOW WHAT ...YOU AND JAMESON WAS *TALKIN'* ABOUT BEFORE...

...SO I FIGURE YOU CAN KILL *TWO* BIRDS WITH ONE STONE...SO TO SPEAK, DOC!

JAMESON'S NEW *SUPER-STAR*... IS GONNA BE... *ME!!*

RICK DEACON!!

DEA--? THE *NEWS REPORT!*

YOU'RE THE *KID-NAPPER* THE POLICE *KILLED!*

TRIED... TO KILL, YOU MEAN! I'M *CLOSE* TO IT--

--BUT I AIN'T DEAD *YET!*

AN' I DON'T *AIM* TO DIE-- LEASTWAYS NOT TILL I PAY BACK *SPIDER-MAN!*

NOW DO YOU... *OPERATE*, OR--?

I--I DON'T APPEAR TO HAVE MUCH *CHOICE*, DO I?

NONE, DOC.

VERY WELL, THEN. LET US *PROCEED!*

AND IN TWO SHAKES OF A SNAIL'S TAIL...

WE ARE REACHING THE *CRITICAL PHASE* OF THE *OPERATION*, MR. DEACON.

NOW THERE CAN BE NO *TURNING BACK!*

QUIT...YAKKIN', DOC! JUST SHOOT THE *WORKS!*

AS YOU SAY, MY BOY! I AM NOW *INCREASING* THE *DOSAGE!*

WITHIN *SECONDS*, EVERY ATOM OF YOUR BODY WILL BE *IMPREGNATED* WITH THE GENETIC *CODING* OF THE COMMON *FLY!*

WITHIN *MOMENTS*, YOUR VERY PHYSIOGNOMY WILL BEGIN TO *ALTER ITSELF!*

BURNING... DOC, I'M--

--*YAAARRR!!*

THAT WAS TO BE *EXPECTED!* THERE CAN BE NO *BIRTH*--

--NOT EVEN *RE-BIRTH*--

--WITHOUT ACCOMPANYING *PAIN!*

MAYBE A LITTLE TOO *MUCH* PAIN, HUH, DOC?

MAYBE--HEY! HOW COME EVERYTHING *LOOKS* SO *WEIRD??*

WHAT'S WRONG WITH--?

IT *WORKED!* YOU *CHANGED ME*, DOC! I DON'T FEEL THE *BULLET-WOUNDS* ANYMORE! AND I DON'T FEEL LIKE *RICK DEACON!*

I--I'VE BECOME A... *FLY!*

A **HUMAN FLY!**

END PART I

PART II

"...SAID THE SPIDER TO THE FLY!"

WHAT A *NIGHT!*

I SPEND *MOST* OF IT GETTING *PUNCHED, GOUGED* AND *SHOT AT* BY A PACK OF WOULD-BE *KIDNAPPERS*--

--AND COME *OUT OF IT* WITHOUT A SINGLE *PICTURE* 'CAUSE *JAMESON* DOESN'T *WANT* SIMPLE KIDNAPPERS--

--NO, *HE* WANTS *SUPER-VILLAINS!*

HE MUST THINK THEY GROW ON *TREES!!*

OH, WELL, I CALLED *ROBBIE* BEFORE I LEFT MY APARTMENT--

--AND HE SAID JONAH 'D PROBABLY BE HAPPY ENOUGH WITH A FEW NEW PRINTS OF SOME OLD *FILE SHOTS*--

--FOR A *SUNDAY SUPPLEMENT* RIVALING THE KIND OF THING THE *GLOBE'S* BEEN DOING LATELY!

SO I GET TO SPEND AN EXCITING NIGHT UNDER A *HOT ENLARGER*--

--STARTING AT SOME OF THE *UGLIEST* KISSERS I'VE EVER HAD TO THROW A WEBBED FIST AT--

--AND FOR *WHAT*?

A MINISCULE *PAY-CHECK* AND A FEW MORE MINUTES IN THE *LIGHT* OF JOLLY JONAH'S SMILE!

AND EVERYTIME I ASK MYSELF WAS IT *WORTH* IT--?

--A LITTLE VOICE *INSIDE* ME SAYS "*NO!*"

*NOW LET'S FOLLOW A FAST-TRACKING-SHOT *DOWN* WHERE WE FIND...*

YOU *FEEL* ALL RIGHT, JONAH?

OF *COURSE* I FEEL ALL RIGHT!

WHY *SHOULDN'T* I?

NO REASON IN *PARTICULAR*, JONAH.

IT'S JUST THAT YOUR DOCTOR *WARNED* YOU TO AVOID *LAUGHING* WHENEVER *POSSIBLE*!

SAID IT WAS *YOUR* WAY OF INTERNAL-IZING *TENSION*, DIDN'T HE?

TENSION? WHAT HAVE *I* GOT TO BE *TENSE* ABOUT!??

RING!!

BESIDES-- WHAT DO *DOCTORS* KNOW ABOUT ANYTHING?

WATCH HOW *CALMLY* I ANSWER THIS *CALL*!

WHY, I'D BE CALM EVEN IF IT WERE *K.J. CLAY*--

--WHO??

WHAT? I MEAN--

--NO! THAT *IS*--

CALM, HUH?

UH-- JOE! WOULD YOU CHECK THE *COPY ROOM* FOR ME? SEE IF THERE'S ANY *COPY*?

SURE, JONAH. DON'T *LAUGH* WHILE I'M GONE.

BLAST IT, STILLWELL!

I TOLD YOU *NEVER* TO CALL ME AT THE *OFFICE!*

I--I'M...*SORRY*, MR. JAMESON-- BUT SOMETHING'S *COME UP!*

SOMETHING WE HADN'T... *COUNTED ON!*

YOU'D BETTER HURRY *OVER!*

THAT'S ENOUGH, DOC. HANG IT *UP!*

COPY ROOM'S STILL *THERE*, JONAH.

WHAT? WHAT ARE YOU TALKING--?

OH!

HEH, HEH! *SILLY* OF ME TO *FORGET!* WELL--HAVE TO *RUN!*

YOU'RE *LAUGHING* AGAIN, JONAH!

HERE'S THOSE PHOTOS ROBBIE SAID YOU WANTED, MR. J! ALL OF SPIDEY'S MOST FEARSOME *VILL--*

SELL 'EM TO THE *GLOBE*, PARKER!

DO WHATEVER YOU *WANT* WITH THEM!

YOU CAN *EAT THEM* FOR ALL *I* CARE!

HUH?

DON'T *WORRY* ABOUT IT, PETE!

JUST SUBMIT A *VOUCHER* AND I'M SURE JONAH WILL *OKAY* IT--

--ONCE HE REGAINS HIS *SANITY!*

YOU MEAN HE *IS* ACTING *CRAZY?* I'M NOT *IMAGINING THINGS?*

IF YOU *ARE*, IT'S A *DOUBLE HALLUCINATION*-- AND I'M STUCK IN IT *WITH* YOU!

CABBIE! SOUTH AND FULTON STREETS!

NO PARKING

ON THE DOUBLE!

SURE THING, POPS! HOP *RIGHT IN!*

HERE WE *ARE*, GRAN'PA-- IN TWO SHAKES OF--

--*HEY!* I CAN'T BREAK A *TWENTY!!*

KEEP THE CHANGE!

AND DON'T BOTHER *WAITING!*

FUNNY! THERE WAS NO *ANSWER* WHEN I RANG THE *BELL*--

--AND THE DOWNSTAIRS DOOR WAS LEFT *OPEN!*

STILLWELL DIDN'T *SEEM* SO CARELESS WHEN FIRST WE *SPOKE!*

BUT THEN AGAIN, WHO CAN *TELL* WITH THESE CRACKPOT *SCIEN-TIST-TYPES?*

STILLWELL? ARE YOU *HERE?*

IT'S *ME*-- *JAMESON!*

NOTHING.

EXCEPT THAT INFERNAL *BUZZING* FROM THOSE BOTTLED *FLIES!*

BOTTLED *FLIES?* THAT'S *ODD!*

WHY DIDN'T I *NOTICE* THEM WHEN I WAS HERE BE--

--*OH... MY... LORD!!*

DR. HARLAN STILLWELL: DECEASED.

CAUSE OF DEATH: A SMALL HOLE ABOUT THE SIZE OF A NICKEL DIRECTLY THRU THE LEFT VENTRICLE OF THE HEART!

CAUSE OF THE SMALL HOLE: A BULLET!

HE'S BEEN SHOT!

BUT WHO--??

NO! THAT'S NOT IMPOR-TANT!

WHAT IS IMPORTANT IS THAT NOBODY MUST KNOW THAT I HAD ANYTHING TO DO WITH HIM!

AFTER ALL... I'M J. JONAH JAMESON!

A SCANDAL LIKE THIS WOULD RUIN ME!

THINK HUMANITARIAN, JONAH! IF YOU GO--

--THEN THE BUGLE GOES WITH YOU!

THINK OF ALL THOSE HUNGRY WORKERS! POOR PARKER TRYING TO SUPPORT HIS SICK AUNT!

THANK GOD SOME OF US ARE ABLE TO SEE OUR TRUE COURSE OF ACTION SO CLEARLY!

BLAST--THERE'S THAT BUZZING AGAIN...

ZZZZZZZ

NO PARKING

...GETTING LOUDER...

...ALMOST AS IF IT'S FOLLOW-ING ME OUT INTO THE STREET!

AND YOU KNOW SOMETHING, JAMESON? IT IS!

ZZZZZZ

YYHHAAA!!

ZZZZZ

HA HA HA

WHO ARE YOU? KEEP AWAY FROM ME!!

NOW IS *THAT* ANY WAY TO TALK TO YOUR OWN *CREATION*, JAMESON?

OR SHOULD I CALL YOU... "*DAD*?"

NO *ANSWER*? TOO BAD.

BUT THEN, WE'LL HAVE *SO MUCH TIME* TO TALK ABOUT IT--*LATER*!

ZZZZZZZZZZ

WHEN I USE YOU AS *BAIT* TO LURE A *SPIDER-MAN*--

--INTO THE CLINGING CLUTCHES OF-- *THE FLY*!!

WE'LL TRY TO MAKE THIS *TRANSITION SCENE* AS PAIN-LESS AS *POSSIBLE*.

LOOKS LIKE *K.J. CLAYTON* HAS REALLY GOT JONAH *BUGGED*, HUH, ROBBIE?

LIKE *NEVER BEFORE*, PETE! JONAH'S GOTTA BE THE *BEST* AT WHAT HE DOES--

--EVEN IF IT *KILLS*-- EH?

CAN'T TELL ROBBIE MY *SPIDER-SENSE* JUST STARTED PINGING AWAY LIKE *MAD*!

WHAT'S THAT *SOUND*?

TROUBLE IS HEADING OUR WAY!

TROUBLE--WITH A CAPITAL '*T*'!

SORRY TO *DROP IN* LIKE THIS, CREEPS!

PETE! *LOOK OUT*!

SKRAK!!

WHO IN BLAZES--?

STAY BACK, PETE! LET ME HANDLE THIS!

ROBBIE--DON'T! YOU'RE NO SPIDER-MAN!

NEITHER ARE YOU, MR. PARKER!

YOU HAVEN'T GOT A PRAYER, DOPE!

NOT WHEN JUST BY BEATING MY WINGS--

--I CAN CREATE AN ULTRA-SONIC BACKLASH THAT'LL TOSS YOU CLEAR OUTTA MY LIFE!

ZZZZZZZZZZZZZZZZZZ

ROBBIE!!

YOU GONNA LISTEN, MAN-- OR YOU WANNA TRY AGAIN?

I KNOW WHEN I'M LICKED, MISTER!

SAY YOUR PIECE!

ALL RIGHT! NOW DIG THIS!

I GOT LAUGHIN'-BOY JAMESON-- YOUR PEERLESS PUBLISHER-- AN' I PLAN ON KEEPIN' HIM UNTIL I GET WHAT I WANT!

WHICH IS...?

A CRACK AT SPIDER-MAN! A CHANCE TO COLLECT ON A DEBT HE OWES ME!

A CHANCE FOR THE HUMAN FLY TO SHOW YA ALL WHO'S TOP BANANA IN THIS TOWN!

SO WHAT DO YOU WANT FROM THE *BUGLE?*

DON'T PLAY *DUMB*, MAN--NOT WITH JAMESON'S *LIVER* ON THE *LINE!*

YOU GET *SPIDER-MAN* FOR ME! AND THE *PRESS* AND THE *TV* GUYS-- AND HAVE 'EM AT THE *COLOSSEUM* AT *MIDNIGHT* TONIGHT!

I'LL TAKE CARE OF THE *REST!*

YOU'RE ASKING ME TO BE A *JUDAS GOAT*, FLY-- TRADING *ONE* LIFE FOR *ANOTHER!*

THAT'S *YOUR* PROBLEM, NEWSMAN!

ALL *I* WANT IS *SPIDER-MAN!*

IT'S *HIS* LIFE OR *JAMESON'S*, JACK--

--AN' IT'S UP TO *YOU* TO *DECIDE!*

GONE! DO YOU THINK IT WAS A--

--*BLUFF?* NOT A *CHANCE*, ROBBIE! WE'VE *GOT* TO DO AS HE *SAYS!*

YEAH. I GOT THE *SAME* SORRY FEELING!

YOU JUST WORRY ABOUT *JONAH*, ROBBIE! THE WEB-SLINGER CAN TAKE CARE OF *HIMSELF!*

BESIDES--I RECOGNIZED THE FLY'S *VOICE!* IT'S THE SAME AS THAT *KIDNAPPER* WHO PLUNGED INTO THE *RIVER* EARLIER TONIGHT!

WHICH MAKES THIS A KIND OF *PERSONAL FIGHT*-- BETWEEN SPIDER-MAN AND *THE FLY!*

THE TIME: FIVE MINUTES TO TWELVE.

THE PLACE: THE SOUTH SIDE OF 57TH STREET AND COLUMBUS CIRCLE, IN FRONT OF THAT EDIFICE KNOWN TO CONVENTIONEERS AS--THE NEW YORK COLOSSEUM!

THE MOOD: LIKE THAT OF A CIRCUS CROWD WATCHING AN ACROBAT THEY'VE ALL COME TO SEE--HOPING THAT HE'LL FALL!

YOU THINK THEY'LL REALLY SHOW UP?

THEY'D BETTER! I'VE GOT TWENTY BUCKS RIDING ON IT!

THIS HAS BEEN THE ONLY STORY ON EVERY CHANNEL SINCE THE NEWS BROKE!

I'M ONLY HERE BECAUSE THEY CANCELLED 'ALL IN THE FAMILY!'

WHY WOULD THE WALL-CRAWLER RISK HIS NECK TO SAVE JAMESON? ESPECIALLY AFTER ALL THE TIMES THE BUGLE'S ATTACKED HIM?

DID YOU HEAR ABOUT THAT KIDNAPPING SPIDEY HELPED BREAK UP, O'REILLY?

I TELL YA THERE'S MORE TO THAT FELLA THAN MEETS THE EYE!

YOU TAKE MY WORD FOR IT! SPIDER-MAN'LL BE--

HUH?

LOOK! WHAT'D I TELL YOU, O'REILLY?

HE'S HERE! SPIDER-MAN IS HERE!!

THE TIME: TWO MINUTES TO TWELVE.

SWELL.

LOOKS LIKE THE WHOLE CITY TURNED OUT TO WATCH EITHER ME OR THE FLY GET CREAMED!

I ONLY *WONDER* IF THEY REALLY CARE *WHICH?*

WHOOPS! THERE'S NUTSO *NOW!*

SO YOU DECIDED TO *COME,* HUH, FREAK?

HOW COULD I STAY *AWAY,* BUG-EYES?

JOLLY JONAH'S ONE OF MY *LEAST* FAVORITE PEOPL--*UNNHH!*

HOW'D HE MOVE SO *FAST??*

GO ON AND *JOKE,* WALL-CRAWLER! *LAUGH IT UP!*

BUT YOU'RE GONNA FIND THE *HUMAN FLY* AIN'T NOTHIN' TO *LAUGH* ABOUT, PUNK--

WHAM!

--UNLESS YA FEEL LIKE LAUGHIN' YOUR-SELF TO *DEATH!!*

CRIPES!!

HE'S STRONGER THAN I *FIGURED* HE'D BE!

IN *FACT*-- HE MAY *EVEN* BE STRONGER THAN *ME!*

THWIP!

WHICH IS DEFINITELY *NOT* A PLEASANT *THOUGHT!*

GOOD, SPIDER-MAN! *GOOD!*

I WAS KINDA *HOPING* YA'D USE YOUR WEBBING TO *CATCH* YOURSELF--

ZZZZZZZZZZZZZZZZ

--SO I COULD SHOW YOU HOW *EASY* IT IS FOR ME TO *TAKE IT APART!*

LIKE THIS!!

HIS BLASTED *ULTRA-SONIC WINGS* AGAIN!

THAT'S THE *SAME STUNT* HE PULLED ON ROBBIE IN JONAH'S *OFFICE!*

AND I WAS *CARELESS* ENOUGH TO *FORGET* ABOUT IT!

WELL-- I WON'T BE CARELESS *TWICE!*

OOPS! MAYBE I SPOKE TOO *SOON!*

STRAM!

C'MON, WALL-CRAWLER--*FIGHT! WHY DON'T YOU FIGHT!??*

I WANT THIS TO BE A *BATTLE! A CONTEST!*

NOT A *SLAUGHTER!*

AND *I* JUST WANT IT TO BE *OVER!*

THEY--THEY *CRASHED* RIGHT THROUGH THE *WALL!*

THEN WE GO IN *AFTER* THEM, Mc CULLOUGH--

--AND TRY TO LOCATE *JAMESON* WHILE THE WALL-CRAWLER KEEPS THAT MANIAC *BUSY!*

IS *THAT* WHAT HE WAS *DOING?*

LOOKED TO *ME* LIKE HE WAS HAVING A *HARD ENOUGH TIME* JUST KEEPING HIMSELF *ALIVE!*

WISH I COULD CLAIM *CREDIT* FOR THIS MANEUVER-- BUT *SO FAR* EVERY POINT IN THIS BATTLE BELONGS TO THAT BUG-EYED *BOZO!*

I GOTTA ADMIT, CHUCKLES--IT *IS* SORT OF A *DRAG* TO KNOW YOU'VE BEEN *IMITATED!*

WHY ARE YOU *HESITATING,* WEB-SLINGER?

IS IT BECAUSE FOR *ONCE* YOU'RE UP AGAINST SOMEBODY ELSE WHO CAN *CLING TO WALLS?*

NNZZZ

I AIN'T NO *IMITATION,* WALL-CRAWLER!

I'M THE *FLY!!*

ZZz

AND *SOON* I'M GONNA BE THE *ONE AN' ONLY* WHEN IT COMES TA ANY REAL *POWER* IN THIS TOWN!

I HOPE HE DOESN'T *CATCH ON* THAT THE ONLY REASON I'M NOT FIGHTING *BACK--*

--IS BECAUSE I WANT HIM TO LEAD *ME* AND THE POLICE *BELOW* TO WHERE HE'S STASHED JOLLY *JONAH!*

"SO I'D BETTER MAKE THIS FALL LOOK *GOOD!*

DID YOU *SEE,* JAMESON?

THAT'S WHAT YOU *WANTED,* AIN'T IT?

THE *END* OF *SPIDER-MAN?!*

WELL, MISTER --YOU *GOT* IT!!

THE MAN YOU *CREATED* ME TO *DESTROY--* YOUR SUPPOSED *RESCUER--*

--PLUNGING TO HIS DOOM!!

OH, *HO!*

NOW THINGS BEGIN TO GET A LITTLE *CLEARER!*

POOR JONAH! HE NEVER *LEARNS!* HE'S PULLED THIS ON ME *BEFORE--*

--AND *EVERY* TIME IT WINDS UP WITH *HIM* IN THE *FRYING PAN*--

--AND *ME* PULLING HIS *FAT* OUT OF THE *FIRE!*

WHAT'S *WRONG*, MR. PUBLISHER?

YOU'RE ACTIN' LIKE YOU WANTED SPIDER-MAN TO *WIN!* AN', FELLA, THAT MAKES ME--*MAD!*

YOU-- YOU'RE A FILTHY *KILLER!*

ATTABOY, JONAH! YOU COOKED UP THIS *MESS*-- NOW *STEW IN IT!*

AWWW! WHO AM I *KIDDING!*

HE MAY NOT BE THE *GREATEST* SHNOOK IN THE WORLD-- BUT AT LEAST HE'S *HUMAN*--

--WHICH IS *MORE* THAN I CAN SAY FOR THE *FLY!*

SPIDER-MAN! ALIVE??

MORE OR *LESS*, CHUCKLES!

STKOW!

IT'LL BE *LESS* WHEN I GET *THROUGH* WITH YOU, WALL-CRAWLER! WHAT A *JERK*--

--TRYIN' TO *SNEAK UP* ON A GUY WHO CAN *SEE IN ALL DIRECTIONS!*

SO WHY DIDN'T YOU TELL ME *BEFORE*? IT WOULD'VE SAVED ME ONE *HECK* OF A LOT OF *TROUBLE!*

YOU STILL THINK ALL THIS IS *FUNNY*, DON'T YOU, WEBHEAD?

NOT A *BIT*, BUDDY! I'M STARTING TO THINK IT'S *SICK!*

SICK!!

THAT'S WHAT THEY USED TO CALL ME IN *PRISON!*

BUT I TAUGHT 'EM WHAT *SICK* WAS! JUST LIKE I'M GONNA TEACH *YOU,* FREAK!

HERE! YOU *WANT* THE HOTSHOT PUBLISHER?

THEN ALL YOU GOTTA DO IS--*CATCH HIM!*

NOOOOo!

SAVE YOUR *BREATH,* JONAH!

YOU'RE GONNA HAVE A *SOFT--*

--IF SOMEWHAT *STICKY* LANDING!

NOW DO I GET A VOTE OF *THANKS,* JJJ?

BLAST YOU, SPIDER-MAN! ONLY *YOU* WOULD DARE *HUMILIATE* ME IN FRONT OF THAT *CROWD* BELOW!

I KNEW IT! I SHOULD HAVE LET YOU *FALL!*

NO! I AIN'T GONNA BE *CHEATED,* WEBHEAD!

THIS TIME I'M GONNA SETTLE YA *BOTH!*

I'VE ONLY GOT *TWO THINGS* TO SAY TO YOU, FLY!

THE *FIRST,* MISTER-- IS THAT YOU *BLEW IT--*

--AND THE *SECOND* IS THAT YOU *TALK TOO MUCH!!*

KA-POW!

I HOPE YOU'RE HAVIN' *FUN*, WALL-CRAWLER-- 'CAUSE ONCE I START MY *WINGS* UP, YOU'LL--

THWOP!

--HUH??

GO *AHEAD*, FLY! *FLAP AWAY!*

OR IS SOME-THING *STOPPING* YOU?

FACE IT, FRIEND! YOU'RE *FINISHED!*

AND *THIS* TIME, MISTER--I MAKE *SURE* THE POLICE GET THEIR HANDS ON YOU--

--FOR THE *MURDER* OF DR. HARLAN STILLWELL! *

*AND A NIFTY ***NO-PRIZE*** TO THE FIRST FAITHFUL ONE WHO CAN TELL US ***HOW*** SPIDEY KNOWS. --LEN.

SO JUST STEP ON INTO MY *PARLOR*, SAYS THE *SPIDER* TO THE *FLY*--

--AND I'LL MAKE GOOD AND SURE YOU NEVER STEP *OUT* AGAIN!

BIG *WORDS*, BUG!

TCHOK!

BUT I'M *STILL* AS *FAST* AS YOU--

--AND AT LEAST *TWICE* AS *STRONG!*

WRONG, FLY-- ALL THE WAY DOWN THE LINE!

FROM THIS MOMENT ON, MISTER-- YOU'RE JUST ANOTHER INSECT IN THIS TOWN--

POW!

--AND HERE'S WHERE YOU GET SWATTED!!

NO! I'M NOT GONNA LET YOU STOP ME AGAIN!

I'M NOT!!

THAT, BUG-EYES--

--IS WHAT YOU THINK!

TKRUMM!

I'VE SPENT JUST ENOUGH TIME WALZING AROUND WITH YOU TONIGHT TO WORK UP A GOOD SWEAT!

AND WHEN I SWEAT, I RUIN COSTUMES!

AND WHEN I RUIN COSTUMES, I GET MAD!

AND WHEN I GET MAD-- THIS IS GENERALLY WHAT HAPPENS!

SKOW

YOU'RE OUTTA YOUR *MIND*, WALL-CRAWLER! *NUTS* FROM THE WORD *GO!*

I DIDN'T *BARGAIN* ON FIGHTIN' A *MANIAC!*

YOU GO AROUND KID-NAPPING *LADIES, OLD MEN* AND CIGAR-SMOKING *PUBLISHERS--*

--AND YOU'VE GOT THE *NERVE* TO TELL ME *I'M* INSANE?

BROTHER--

--HAVE **YOU** GOT A **CASE!!**

AND I HOPE IT'S ONE THE PRISON *SHRINKS'LL* BE ABLE TO *HELP* YOU WITH--

--'CAUSE THEY'RE SURE GONNA HAVE A *LONG TIME* TO *TRY!*

AND SO IT ENDS, NOT WITH A CRY... BUT WITH A GROAN--

--THAT CARRIES OVER A FEW HOURS LATER, AT THE DOWNTOWN OFFICES OF THE DAILY BUGLE.

UNHHH! MY HEARTBURN! EVERYTIME I SEE THAT CHARACTER!

AND I WANT TO THANK YOU, MR. HOT-SHOT PHOTOGRAPHER PARKER-- FOR TAKING THIS PICTURE BEFORE BOTHERING TO FREE ME FROM THAT MASKED MENACE'S WEB!

PRIORITIES, JJJ. AFTER ALL--

--ISN'T IT YOU WHO SAYS THE BUGLE SHOULD ALWAYS COME FIRST?

CAREFUL, PARKER! FREE-LANCERS AREN'T ELIGIBLE FOR UNEMPLOYMENT, YOU KNOW!

JUST KIDDING, WONDERFUL ONE!

NOW, MR. PARKER! YOU MIND TELLING ME WHAT I'M SUPPOSED TO DO WITH THESE PHOTOGRAPHS?

AFTER ALL-- I CAN'T GO AROUND EMBARASSING MYSELF ON THE FRONT PAGE OF MY OWN NEWS-PAPER, CAN I?

BESIDES--EH--

--THE PUBLIC'S TIRED OF SUPER-VILLAINS!

THEY WANT REAL-LIFE STUFF!

MUGGINGS! CAR-STRIPPERS!

THAT SORT OF THING! BUT DON'T WORRY! WE'LL STILL PAY YOU FOR THESE SHOTS! HALF RATE, OF COURSE!

OF COURSE!

BUT IN THAT CASE, YOU'LL LOVE THE SHOTS OF THE VIOLENT PURSESNATCH-INGS I'VE BEEN SAVING!

GUESS I CAN EXPECT A BONUS--

--FOR ALL THIRTY OF THEM! G'NIGHT, JJJ--

--SEE YOU TOMORROW! AT 9AM SHARP!

COMING SOON-- FROM THE HOUSE OF IDEAS!

YOU ASKED FOR IT--AND NOW YOU'VE GOT IT! EVERYBODY'S FAVORITE WEB-SLINGER IN A SECOND SENSES-SHATTERING MAG! IT'S CALLED...

PETER PARKER THE SPECTACULAR SPIDER-MAN!

AND YOU'LL FIND IT AT YOUR FAVORITE NEWSSTAND! WATCH FOR IT!!!

SPIDER-MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN®

TM

IT'S IMPOSSIBLE! ALL MY SUPER-POWERS HAVE FAILED ME!

KANE + ROMITA

EXACTLY AS I PLANNED, FOOL! IN MOMENTS, YOU WILL BE DEAD..

--AND YOUR OWN SPIDER-MOBILE WILL BE YOUR MURDERER!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science; Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

JV394

LEN WEIN WRITER/EDITOR | ROSS ANDRU ILLUSTRATOR | MIKE ESPOSITO EMBELLISHER | GLYNIS WEIN COLORIST | JOE ROSEN LETTERER | IRV FORBUSH HEAD MECHANIC

MY KILLER, THE CAR!

IT HAS BEEN A **DAY** DEVOTED TO THE ELUSIVE PURSUIT OF **KNOWLEDGE**--AND PETER PARKER HAD CRACKED THE BOOKS SO **HARD**, HE COULD SWEAR HE HEARD THEM **GROAN** UNDER THE STRAIN--

--WHICH IS WHY HE DECIDED TO DEVOTE HIS **EVENING** TO THE PURSUIT OF SOMETHING EQUALLY **ELUSIVE**--

--BUT INFINITELY MORE **DANGEROUS!**

WHY IS IT YOU CAN NEVER FIND A DECENT **CRIME** BEING COMMITTED WHEN YOU **WANT** ONE? IN A **CITY** THIS SIZE, YOU'D THINK...

UH-OH! LOOKS LIKE YOURS TRULY SPOKE **TOO SOON**... AS **ALWAYS!**

'CAUSE IF THAT'S NOT AN HONEST-TO-GOSH **FUR THEFT** GOING ON DOWN THERE, I'M--PERISH THE THOUGHT--**HOWARD COSELL!**

HOLY JEEZ! IT'S SPIDER-MAN!

IN THE ADORABLE FLESH, PAL!

WHAK

THUD!

AND UNLESS TWO OF YOU GUYS ARE DICKER AND DICKER OF BEVERLY HILLS, YOU'RE ALL IN BIG TROUBLE!

Y'KNOW, THIS IS THE THIRD TIME IN AS MANY WEEKS, I'VE RUN INTO YOU CLOWNS*--

POW!

--AND FRANKLY, I'M GETTING TIRED OF IT!

THE BOSS WARNED US YOU MIGHT INTERFERE, WEB-SLINGER--AND WE'RE READY FOR YA!

*AS DEPICTED IN SPIDEY*153-154.--LEN.

WELL, YOU SURE HAVE A STRANGE WAY OF SHOWING IT, CHUCKLES!

WHUMP!

OR DO YOU FIGURE TO LULL ME INTO A FALSE SENSE OF SECURITY BY LAYING ON THE GROUND UNCONSCIOUS?

EH? MY SPIDER-SENSE--TINGLING! SOMETHING'S COMING UP BEHIND...

CRIPES! IT'S A--GAS-BOMB!

CHUFF!

STUFF SEEMS TO BE CLINGING TO ME--AND I'VE NEVER SMELLED ANYTHING LIKE THESE FUMES BEFORE!

BETTER NOT TAKE... ANY CHANCES...

GOTTA... HOLD MY BREATH... UNTIL IT DISSIPATES... OR I'LL...

THERE! THE *BREEZE* IS... BLOWING THE GAS *AWAY*... BUT I...

HUH?

TH...THAT *SHAPE*... IN THE *SHADOWS*...

WHUNT!

IT *COULDN'T* BE...!

...BUT IT *IS!*

VVRROOM!

THE SPIDER-MOBILE HAS *RETURNED*--

VVROOM!

--AND IT'S COME BACK WITH A *VENGEANCE!*

A HALF-INCH *CLOSER*--AND I'D HAVE *TIRE TRACKS* TATTOOED ON MY *HEART!*

WELL, AT LEAST *NOW* I KNOW HOW THAT HOMICIDAL HOTROD *DISAPPEARED*, AFTER BEING SUNK UP TO ITS *HUBCAPS* IN THE HUDSON RIVER *OOZE!**

SOMEBODY *STOLE* IT! AND WHEN I GET MY *HANDS* ON THE MANIAC BEHIND THE WHEEL, I'M GONNA...

NO! I DON'T *BELIEVE* IT! I MUST STILL BE *GROGGY* FROM THAT *GAS!*

FIFT!

FFIFT!

GOTTA TRY TO SNAG THE *GEARSHIFT LEVER* WITH MY *WEBBING* BEFORE...

NOBODY IS DRIVING THE SPIDER-MOBILE!

IT'S TRYING TO RUN ME DOWN ON ITS *OWN!*

OBOY.

*A DISAPPEARANCE FIRST NOTED BACK IN ISH #157. --LEN AGAIN.

CAN'T *UNDERSTAND* IT. I *CHECKED* MY WEB-SHOOTERS BEFORE I LEFT HOME.

THEY SHOULDN'T HAVE *JAMMED* ON ME LIKE THAT--

--AT LEAST, NOT *BOTH* OF THEM AT ONCE!

VROOM

BUT WHILE I'M BUSY *COMPLAINING*, THAT FOUR-WHEELED FIASCO IS TRYING VERY HARD TO TURN ME INTO A *TRAFFIC STATISTIC!*

BETTER HEAD *UP* WHERE THE SPIDER-MOBILE CAN'T *REACH* ME--!

I'LL TELL YA, THERE ARE TIMES WHEN BEING ABLE TO *CLING TO WALLS* CAN SURE COME IN...

SKREEEK!

NO--IT'S *IMPOSSIBLE!* MY STICKY LITTLE FINGERS WON'T *STICK!*

I'VE LOST MY *WALL-CRAWLING* POWERS *TOO!*

GOTTA GRAB HOLD OF THIS *LEDGE* OR...

MADE IT! I'M *SAFE*...FOR THE *MOMENT!*

AND, UNFORTUNATELY, A MOMENT IS ALL THAT IT LASTS!

CRUMBS! THAT MISERABLE ROADHOG IS TRYING TO BATTER DOWN THE WHOLE BLAMED *WALL!*

AND THE *IMPACT* HAS MADE ME LOSE MY *GRIP!*

WRAHM!

THIS *DRAINPIPE* IS MY ONLY *CHANCE*--!

IF IT WILL JUST SUPPORT MY *WEIGHT*, I CAN STILL...

WRRENNKK!

WELL-- SO MUCH FOR *THAT* IDEA!

VVR OM!

UUNNHH!!

TRIED TO *TURN* SO I'D LAND ON MY *FEET*--

--BUT I GUESS I REALLY *AM* STILL A LITTLE BIT *WOOZY* FROM THAT *GAS!*

AND I CAN'T KEEP PLAYING *"HIT-AND-RUN"* WITH THIS BLOOD-HUNGRY BUGGY MUCH *LONGER!*

THERE'S ONE LAST LITTLE *STUNT* I CAN TRY--

--BUT IT'S GONNA REQUIRE ONE HECK OF A *RUNNING START*--

--AND MORE PURE-AND-SIMPLE *DUMB LUCK* THAN I'VE GOT ANY RIGHT TO *HOPE* FOR!

GOTTA PLANT THIS *PIPE* JUST SO-- KICK HIGH AND *AWAY*--AND THEN--

BINGO! NOT EXACTLY AN OLYMPIC-LEVEL *POLE VAULT*--

--BUT WHATEVER'S ON THE *OTHER* SIDE OF THIS ALLEY HAS GOT TO BE *EASIER* TO DEAL WITH THAN WHAT I'M FACING *HERE!*

KROOM!

WEBHEAD-- BITE YOUR *TONGUE!*

AS USUAL, IT'S OUT OF THE *FRYING PAN* AND SMACK INTO THE *MICRO-WAVE OVEN!*

POLICE

BUT MAYBE IF I'M *LUCKY*, THE BOYS-IN-BLUE DIDN'T...

HEAR SOMETHING ON THE *ROOF*, HANK?

NAH-- PROBABLY JUST THE LOCAL KIDS THROWIN' *BOTTLES* AGAIN!

BOTTLES, MY *EYE!* TAKE A LOOK AT *THAT!*

HOLY HOPPIN' HARRIET!

ISN'T THAT THE *SPIDER-MOBILE?*

YOU BET YOUR *BADGE* IT IS-- AND I'LL GIVE YOU ONE GUESS WHO'S GOTTA BE *DRIVING* IT!

POLICE

BLAST, HE MUST'VE *SEEN* US! C'MON, MARTY--LET'S *ROLL!*

I REFUSE TO BELIEVE *ANY* OF THIS.

IT'LL MEAN A *PROMOTION* FOR SURE IF WE CAN *NAB* THAT LOONY-TUNE!

POLICE

*BUT EVEN AS THE ANXIOUS BLACK-AND-WHITE **CAROMS** AROUND THE CORNER...*

IMPOSSIBLE! THAT FREAKY HOTROD JUST *DISAPPEARED* INTO THIN AIR!

BROZYN

THAT'S *GARBAGE!* IT HAS TO BE UP AHEAD *SOMEWHERE*-- AND WE'RE GONNA *FIND* IT!

YOU AND ME HAVE NEVER HAD SPIDER-MAN THIS *CLOSE* BEFORE-- AND WE'RE *NOT* GONNA LOSE HIM *NOW!*

SORRY, CHARLIE, BUT ONLY *ONE* CHANCE TO A CUSTOMER--

--AND SINCE THE SPIDER-MOBILE HAS TAKEN A *POWDER* FOR THE NONCE--

DAVE'S

POLICE

--YOUR FRIENDLY NEIGHBORHOOD *PEDESTRIAN* HAS A PRIOR *APPOINTMENT* TO KEEP!

AND ON THAT NOTE, LET'S AMBLE OVER TO **CITY HOSPITAL** A SHORT WHILE LATER...

SORRY, TIGER--BUT HOSPITALS **DEPRESS** ME. I'D RATHER BE WHERE IT'S LIGHT, **BRIGHT**--WHERE THINGS ARE **SWINGING**.

WE'LL JUST STOP BY TO CHECK ON **AUNT MAY**, MARY JANE--THEN I PROMISE I'LL BUY YOU THE MOST SWINGING **MILK SHAKE** IN TOWN--!

HEY--**HARRY OSBORN**? **LIZ ALLEN**? WHAT ARE YOU TWO DOING **HERE**?

212-231

HI, PETE. JUST THOUGHT WE'D PAY OUR RESPECTS TO YOUR **AUNT**.

HOPE YOU'RE FEELING **BETTER**, MRS. PARKER. HERE--THESE **MOVIE MAGAZINES** MIGHT HELP TO PASS THE TIME.

ISN'T THAT **NICE** OF MARY JANE, AUNT MAY? NOW YOU CAN FOLLOW ALL THE LATEST DIRT ON **TONY ORLANDO AND DAWN**.

THAT'S **SWEET**, PETER DEAR--

MOVIE

--BUT I'M REALLY MUCH MORE INTERESTED IN **DONNIE AND MARIE OSMOND**.

AND WHAT ABOUT **YOU** CHILDREN? ARE YOU BOTH GETTING **ALONG** THESE DAYS?

WELL? SPEAK **UP**, PETER. **CAT** GOT YOUR TONGUE?

I'M AFRAID YOUR NEPHEW **STILL** HAS A FEW **CORNERS**, MRS. PARKER--

BUT MJ IS WORKING AT **ROUNDING THEM OFF**, AUNT MAY.

WELL, IT'S ABOUT **TIME**, I MUST SAY.

AND **SPEAKING** OF TIME, PETE--I'M AFRAID LIZ AND I HAVE GOTTA BE **GOING**.

YEAH, PRETTY LADY--I GUESS MARY JANE AND I OUGHT TO MAKE A GRACEFUL **EXIT** AS WELL.

YOU TAKE IT EASY ON THE **ICE HOCKEY** PRACTICE NOW, HEAR?

WE'RE GLAD TO SEE YOU **LOOKING** SO WELL, MRS. PARKER--AFTER YOUR ORDEAL WITH **DR. OCTOPUS**.*

OH, PETER--YOU SPOIL ALL MY **FUN**.

*AS SHOWN THESE THREE ISSUES PAST, RIGHT?-- LIVELY LEN.

HEY, IT WAS REALLY GOOD **SEEING** YOU TWO AGAIN. WHY DON'T THE FOUR OF US **DOUBLE** SOME EVENING?

YOU'VE GOT YOURSELF A **DATE**, HANDSOME.

HARRY OSBORN AND...**LIZ ALLEN**? IT'S A **SMALLER** WORLD THAN I THOUGHT.

TAKE **CARE**, YOU GUYS. SEE YOU **SOON**.

AND WHILE PETER PARKER AND MARY JANE WATSON SET OFF IN SEARCH OF THE PENULTIMATE **MILK SHAKE**--

--WHY DON'T THE **REST** OF US TURN OUR ATTENTION ACROSS TOWN, TO THE OFFICE OF DAILY BUGLE PUBLISHER **J. JONAH JAMESON**--

--WHERE AN EVENT IS ABOUT TO OCCUR THAT MAY HAVE FAR-REACHING **EFFECTS** ON THE LIFE OF OUR HARRIED **WEB-SLINGER!**

BLASTED **LIGHTER!** IT'S JUST LIKE EVERYTHING **ELSE** AROUND HERE-- IT DOESN'T **WORK!**

MR. JAMESON, THIS **PARCEL** JUST CAME FOR YOU--**SPECIAL DELIVERY!**

HAND IT **HERE**, MRS. PRIMM-- AND WHILE YOU'RE **AT** IT, HAND ME A **MATCH!**

I'LL DO NOTHING OF THE **KIND**, SIR! IF I'VE TOLD YOU **ONCE**, I'VE TOLD YOU A **DOZEN DOZEN** TIMES--

SMOKING IS A **FILTHY HABIT**, AND I'LL NOT **HAVE** IT IN ANY OFFICE WHERE I AM EMPLOYED!

HUH?

WH-WHAT ARE YOU **DOING**, WOMAN?

SAVING YOUR **LIFE**, MR. JAMESON. IT'S THE **DUTY** OF A RESPONSIBLE SECRETARY TO **LOOK AFTER** HER EMPLOYER!

YOU SO RARELY KNOW WHAT'S **GOOD** FOR YOU!

SNAP!

SECRETARY? YOU'RE NO **SECRETARY!** YOU'RE A **DICTATOR IN SKIRTS!**

GET **OUT** OF HERE, PRIMM! YOU'RE **FIRED!**

ACCORDING TO MY **CONTRACT**, MR. JAMESON-- YOU **CAN'T** FIRE ME!

BUT NEVERTHELESS-- I **QUIT!**

I CERTAINLY WILL NOT **STAY** WHERE MY TALENTS AREN'T **APPRECIATED!**

YOU WANT **APPRECIATION**, LADY-- BUY A **DOG!**

THAT'S **THREE** DOWN.

AND AFTER THE **STEAM** HAS STOPPED STREAMING FROM JOLLY JONAH'S **EARS...**

SPECIAL DELIVERY, EH?

FUNNY... THERE'S NO **RETURN ADDRESS.**

HMMMM... NO **LETTER**, NO **NOTE**, NO **NOTHING!** JUST A HANDFUL OF CHEAP **SNAPSHOTS!**

IF THIS IS A GAG BY **PETER PARKER** OR SOMEBODY, I'LL **DISLOCATE** HIS...

GALLOPING GADFREY!!

TH-THESE ARE THE MOST **INCREDIBLE PHOTOS** I'VE EVER SEEN! AND IF WHAT THEY SHOW IS **TRUE--**

-- THEN SPIDER-MAN IS **FINISHED!**

CURIOUS, FAITHFUL ONE? TRUTH TO TELL, SO ARE **WE**-- BUT, UNFORTUNATELY, WE HAVE TO TAKE **LEAVE** OF THE ASTONISHED JONAH JAMESON FOR THIS MONTH, AND CUT OVER TO PETER PARKER'S CHEERY CHELSEA **PAD**--

--OR WE'RE LIABLE TO **MISS** ALL THE **ACTION!**

HMMM-- WEB-SHOOTERS ARE WORKING **PERFECTLY** AGAIN!

THWIP!

CAN'T **UNDERSTAND** IT--

THWIP!

--UNLESS THAT GAS MADE ME SO **LIGHT-HEADED**, I ACTUALLY **FORGOT** TO PRESS THE **TRIGGERS** BEFORE!

OF COURSE, THAT **STILL** DOESN'T EXPLAIN HOW I LOST MY **WALL-CRAWLING ABILITIES!**

FOR **ME**, FORGETTING HOW TO DO **THAT** IS LIKE FORGETTING HOW TO **BREATHE!**

SWELL. LOOKS LIKE EVERYTHING'S BACK TO SO-CALLED **NORMAL** IN THAT DEPARTMENT **TOO**--

--AND MY EVER-READY **SPIDER-STRENGTH** CERTAINLY ISN'T ANY THE WORSE FOR WEAR!

THAT'S **IT** THEN. GUESS EVEN THE **BEST** OF US CAN HAVE OUR **OFF-DAYS.**

JUST WONDER WHY **MINE** ALWAYS SEEM TO COME SO **OFTEN!**

RATS! I SHOULD NEVER HAVE HUNG FROM THE **CEILING** LIKE THAT. THE **CHILI** I HAD WITH MY MILK SHAKE KEEPS COMING **UP** ON ME.

BUT THEN, THAT'S THE MARK OF A TRIED-AND-TRUE **HERO**-- THE ABILITY TO GO INTO BATTLE WITH A **SMILE** ON HIS LIPS AND **ACID INDIGESTION** IN HIS HEART!

OH, WHY COULDN'T THE SPIDER-MOBILE HAVE JUST **STAYED** SUNK IN THE HUDSON RIVER?

IT'S A BIG *TOWN*, BUT THE SPIDER-MOBILE HAS GOT TO BE OUT THERE *SOMEWHERE*--

--AND MY NAME IS *SLUDGE* UNLESS I *FIND* IT!

NOT ONLY IS IT RUNNING AROUND ALL BY ITS *LONESOME*--

--FURTHER *BESMIRCHING* MY ALREADY-ROTTEN *REPUTATION*--

--BUT CARTER AND LOMBARD, THE *PR* MEN WHO CONNED ME INTO *CREATING* THE SPIDER-MOBILE TO *ADVERTISE* CORONA MOTORS, ARE THREATENING TO *SUE* ME--

--UNLESS I *SHOW UP* WITH THAT FOUR-WHEELED FIASCO--AND *FAST!*

MY BEST *BET* IS TO...

HEY--THAT *MIST* FILLING THAT ALLEY-WAY--!

THIS IS WHAT WE IN THE BUSINESS WOULD DEFINITELY TERM--*SUSPICIOUS!*

IT LOOKS LIKE THE KIND OF STUNT *MYSTERIO* WOULD PULL TO...

YEAH--*MYSTERIO!* I'D ALMOST *FORGOTTEN* ABOUT HIM. COULD *HE* BE BEHIND THIS SPIDEY-CAR MESS?

HE'S CERTAINLY GOT THE *MECHANICAL EXPERTISE* TO...

WOW... MY *HEAD!* EVERYTHING'S GETTING *FUZZY* AGAIN!

THIS IS NO *MIST!* IT'S THE SAME *GAS* I GOT ZAPPED WITH *EARLIER* TONIGHT!

AND THOSE ARE THE SAME MALEVOLENT *HEADLIGHTS* THAT TRIED TO *RUN ME DOWN!*

LOOKS LIKE YOU'VE *FOUND* THE SPIDER-MOBILE, PARKER--

--NOW ALL YOU HAVE TO DO IS *LIVE* LONG ENOUGH TO *RECLAIM* IT!

IN *OTHER* WORDS, HERO--IT'S *OUT-OF-THE-ALLEY TIME*--

BEN

--AND *UP* TO WHERE THE SPIDER-MOBILE CAN'T *TOUCH* ME!

GO AHEAD AND *GRIND* YOUR GEARS, YOU BATTY BUGGY!

I'M JUST GONNA SIT SAFELY UP *HERE* UNTIL YOU RUN OUT OF *GAS* AND...

VROOM! VROOM!

HOLY COW! IT'S CHARGING RIGHT UP THE *WALL*--

VROOM!

--WHICH MEANS I'M GETTING *OUT* OF HERE-- *PRONTO!*

OKAY, WISE GUY-- LET'S SEE YOU BRIDGE *THIS* GAP!

SKREECH!

NO! THE WAY IT'S REVVING ITS *ENGINE*-- ALMOST AS IF IT WERE GETTING READY TO--

VRUUMM! VRUUMM!

"JUMP!

VROOOM

WELL, HERE WE *GO* AGAIN! MY ONLY HOPE IS TO *OUTRUN* THAT BLASTED BUGGY--

--WHICH IS NOT EXACTLY GOING TO BE THE *EASIEST* THING I'VE EVER DONE!

WHUMP!

I CAN FEEL MY FEET *SLIPPING* AS I RUN--

--WHICH MEANS I'VE LOST MY *WALL-CRAWLING POWERS* AGAIN!

ALL I CAN DO *NOW* IS KEEP *MOVING*--

--THAT IS, UNTIL I RUN OUT OF ROOM TO *MOVE!*

IT HAS TO BE ONE GIANT *LEAP* FOR SPIDER-KIND TO THAT *BUILDING* ACROSS THE *STREET*--

VVROOMM!

--BUT I DON'T EVEN WANT TO *CONSIDER* THE ALTERNATIVES IF I STAY *HERE!*

HAVE TO GIVE IT *EVERYTHING* I'VE GOT-- PUSH MY MUSCLES TO THEIR *LIMIT*-- AND TRUST MY *WEBBING* TO SAVE ME IF I FALL *SHORT*--

--EXCEPT, OF COURSE, THAT MY WEB-SHOOTERS AREN'T *WORKING* AGAIN!

HUH?

SPAK!

SOMETHING'S *SNAGGED* THE BACK OF MY COSTUME!

NO! THIS IS DOWN-RIGHT *EMBARRASSING!* THE SPIDER-MOBILE IS USING MY OWN *SPECIALTIES* AGAINST ME!

--AND DEPOSIT ME LIKE AN OVER-STUFFED *DUFFEL BAG* RIGHT IN ITS WAITING *BACK SEAT!*

IT'S FINALLY *HAPPENED!* I'VE BEEN HOIST WITH MY OWN *PETARD!*

WELL, YOU CAN'T SAY I DIDN'T GIVE IT THE *OLD COLLEGE TRY!*

THAT'S NOT *MUCH* OF AN *EPITAPH*-- BUT I SUPPOSE IT'LL HAVE TO *DO!*

IT'S USING ITS BUILT-IN *WEB-CANNONS* TO SNAP ME UP LIKE A *YO-YO*--

NOT THAT I COULDN'T *SNAP* THIS WEBBING WHENEVER I *WANTED* TO--

--BUT I THINK IT'S TIME I FINALLY *MET* WHOEVER IS *BEHIND* THIS CAPER!

AND SINCE THE SPIDER-MOBILE OBVIOUSLY HAS SOME *DESTINATION* IN MIND, I'LL JUST SIT SNUG AND LET IT *TAKE* ME TO THE MAN WHO'S *CONTROLLING*...*HUH?*

THWIP!

THWIP!

E.J.

CO.

OH *NO!* THIS AUTOMOBILE CLUB OUTCAST ISN'T SERIOUSLY PLANNING TO DO WHAT I *THINK* IT'S GONNA DO...

...*IS* IT?

I SHOULD HAVE KNOWN BETTER THAN TO *ASK!*

WELL, AT LEAST NOW I KNOW HOW THE SPIDER-MOBILE HAS BEEN GETTING AROUND TOWN *UNSEEN!*

PEOPLE JUST DON'T TEND TO *LOOK* FOR A CAR--*ANY* CAR--SWINGING AND SWAYING BY *TWENTY STORIES* OVER THEIR HEADS!

T-TWENTY *STORIES?*

I THINK I'M GONNA BE *CARSICK*...

...OR IS IT *AIR-SICK?*

HEY--LOOKS LIKE MY LITTLE GAMBIT *WORKED!*

THERE'S A TWO-MAN *WELCOME WAGON* WAITING FOR ME UP AHEAD--

--AND ONE OF THEM LOOKS UNCOMFORTABLY *FAMILIAR!* IF ONLY I COULD REMEMBER *WHO...?*

NO! AFTER ALL THIS TIME, IT COULDN'T BE--*HIM!*

OH, BUT IT *COULD* BE, WALL-CRAWLER--AND IT *IS!*

I AM INDEED-- *THE TERRIBLE TINKERER!*

BUT YOU--YOU'RE AN *ALIEN!*

NOT AT *ALL*, MY BOY. THAT *MASK* I LEFT YOU HOLDING* WAS MERELY A *RUSE*--

--A SIMPLE PLOY TO DETER *PURSUIT* THAT, I MUST SAY WORKED EXCEPTIONALLY *WELL!*

*IN *SPIDER-MAN* #2 (AND CONSIDER YOURSELF *NO-PRIZED* IF YOU CAN REALLY *REMEMBER* THAT FAR BACK. --NOT-SO-LIVELY LEN.

SINCE THEN, I'VE CHOSEN TO DESIGN SPECIAL WEAPONRY FOR *OTHERS* OF MY ILK TO USE, RATHER THAN RISK ANY DANGER TO *MYSELF*--THAT IS, OF COURSE, UNTIL *NOW!*

I'VE BEEN EMPLOYED BY SOMEONE WHO GREATLY WISHES TO *RENEW* HIS ACQUAINTANCE WITH YOU, MY BOY--AND IT IS *MY* JOB TO DELIVER YOU *TO* HIM.

TOY, TAKE *CHARGE* OF OUR GUEST, PLEASE.

TOY WILL TAKE *GOOD* CARE, SIR.

IMPRESSIVE, TINKY. GOT YOUR OWN TRAINED *PET* NOW, HUH?

I WOULD NOT *UNDERESTIMATE* TOY IF I WERE YOU, MY BOY.

THE TINKERER IS *RIGHT.* THIS GORILLA LOOKS LIKE HE COULD TEAR ME APART WITH HIS *TOES!*

GOT TO PUT HIM *OFF-BALANCE* BEFORE I MAKE MY *MOVE!*

WHAT DO YOU DO FOR AN *ENCORE* JOY-BOY-- WAVE *BYE-BYE?*

HAH! LITTLE MAN IS *JOKING* WITH TOY.

YOU CAN ONLY *JOKE* WITH SOMEONE WHO HAS A *MIND*, BOZO-- AND YOU COULDN'T FIND *YOURS* IF IT WAS NAILED TO YOUR *NOSE!*

WHAT--? NOBODY INSULTS *TOY*, LITTLE MAN!

SHUT YOUR MOUTH OR TOY WILL RIP YOU IN *HALF--*

--LIKE THIS!!

KRIPPPP!

THANKS FOR MAKING THINGS *EASY* FOR ME, BRIGHT-EYES!

REMIND ME TO RETURN THE *FAVOR* SOMEDAY!

POW!

KROOM!

ARRHH! BROKEN BRICKS WILL NOT KEEP TOY PINNED DOWN FOR LONG--AND WHEN TOY GETS UP, HE WILL CRUSH YOU INTO PULP!

NOW THAT'S A TRULY DISGUSTING SENTIMENT IF EVER I'VE HEARD ONE. MUST COME FROM FEEDING YOU RAW MEAT THREE TIMES A... UH-OH!

DON'T GO AWAY, JUMBO! I'LL BE BACK AS SOON AS I ATTEND TO SOME UNFINISHED BUSINESS WITH YOUR BOSS!

VVROOM!

CONSISTENT, AREN'T YOU, TINKY? WHENEVER THE GAME STARTS TURNING AGAINST YOU, YOU CUT AND RUN!

WELL, THIS TIME YOU'RE NOT RIDING OFF IN A BLAZE OF GLORY!

THIS TIME YOU'RE STICKING AROUND FOR THE CLIMAX OF OUR LITTLE CHARADE!

SOMEDAY, MY BOY--

--YOUR OVERCONFIDENCE WILL BE THE DEATH OF YOU!

VVRUMM!

VVRUMM!

OH, SWELL. TINKY THREW THE SPIDER-MOBILE INTO REVERSE! I PUT THIS FOUR-WHEELED FARCE DOWN--

--AND TINK'S WALL-CRAWLING TIRES ARE GONNA REARRANGE MY CLASSIC ROMAN PROFILE!

AND THAT, MY CHISEL-CHINNED CHUM, IS SOMETHING MY ADORING PUBLIC WOULD NEVER FORGIVE!

SKREECH!

NO! I'VE PUT TOO MUCH INTO THIS FOR ME TO FAIL NOW!

THE *MODIFICATIONS* I MADE IN THE SPIDER-MOBILE--!

THE *GAS* I DEVISED TO *CLOG* YOUR PORES AND YOUR WEB-SHOOTERS AND THUS *NULLIFY* YOUR POWERS--!

I COULDN'T HAVE DONE *ALL* OF THIS IN *VAIN!*

WANNA *BET*, CHUCKLES?

UUNNHH!!

BUT THANKS FOR THE *INFORMATION* ANYWAY, TINKY. NOW THAT I KNOW WHAT YOU *DID* TO ME, I'LL MAKE SURE IT NEVER HAPPENS *AGAIN!*

DON'T *WORRY* THOUGH. YOU'LL HAVE PLENTY OF TIME TO COOK UP *NEW* NASTINESS-- WHILE YOU'RE *RECUPERATING!*

EH? MY SPIDER-SENSE-- *TINGLING--!* WHAT'S GOING... *HOLY COW!*

HIT THE *BRAKES*, TINKERER-- *FAST!* THE SPIDER-MOBILE IS HEADING STRAIGHT FOR A VERY *DEAD END!*

OH... *NO!*

MY *FOOT* WENT RIGHT THRU THE *FLOOR!*

THEN, FOR HEAVEN'S SAKE, *JUMP--*

--BEFORE IT'S *TOO LATE!*

KRROM!

THE TINKERER IS *OUT* FOR THE *COUNT--*

--AND IT LOOKS LIKE I'M LIABLE TO *JOIN* HIM!

HERE COMES THE ONE-MAN *CAVALRY* AGAIN-- AND THIS TIME HE'S OUT FOR *BLOOD!*

NOW, LITTLE MAN--TOY WILL *CRUSH* YOU!

THAT MUSCLE-BOUND MARBLE-HEAD IS GONNA TURN *ME* INTO A TINKER-TOY...

...UNLESS...

AND MY WEB-SHOOTERS STILL WON'T *WORK!*

THIS *WEB-CANNON* MOUNTED ON THE SPIDER-MOBILE--!

K-ROP!

IF IT WORKED FOR THE *TINKERER*, IT'LL WORK JUST AS WELL FOR *ME!*

THWAP!

ARRGHH! WEBBING COVERS TOY'S *FACE*--!

AND FRANKLY, FRIEND-- IT'S A DEFINITE *IMPROVEMENT!*

NO! TOY WILL STILL *REACH* YOU, LITTLE MAN! TOY WILL STILL *CRUSH* YOU!

AND HOW DO YOU FIGURE TO DO *THAT*, JUMBO?

--SEEING AS HOW YOU'RE COVERED FROM HEAD-TO-TOE WITH A SIX-INCH-THICK *WEBBING COCOON*?

NO *ANSWER*, HUH? THEN I GUESS *THAT*-- ALTHOUGH I ALMOST HATE TO *SAY* IT-- *WRAPS THINGS UP!*

EXCEPT FOR ONE MORE *DETAIL*:..

AND, A SHORT TIME LATER, AT THE MADISON AVENUE OFFICES OF ***CARTER AND LOMBARDO...***

HEY, DID YOU HEAR *THAT*?

YES. IT SOUNDED LIKE SOMETHING *TAPPING* ON OUR WINDOW... BUT THAT'S *IMPOSSIBLE!*

WE'RE ON THE *FOURTEENTH*...

...FLOOR?

COMPLIMENTS OF YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!

AND *GOOD RIDDANCE!*

NEXT ISSUE:

THE PULSE-POUNDING ***PUNISHER*** *RETURNS, IN PURSUIT OF THE MOST ASTONISHING* ***GUEST STAR*** *OF ALL! (OR IS IT THE* ***OTHER*** *WAY AROUND?) BE HERE FOR...*

"...AND THE NIGHTCRAWLER CAME PROWLING, PROWLING...!"

SPIDER MAN

MARVEL COMICS GROUP™

APPROVED BY THE COMICS CODE AUTHORITY

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the AMAZING SPIDER-MAN®

TM

IT'S THE BATTLE YOU DEMANDED-- AS EVERYONE'S FAVORITE WEB-SLINGER STRUGGLES FOR HIS VERY LIFE AGAINST

NIGHTCRAWLER!

AND IF THAT ISN'T ENOUGH TROUBLE, THE PUNISHER IS GUNNING FOR SPIDEY, TOO!

KANE+ROMITA

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

C-09

LEN WEIN WRITER/EDITOR | ROSS ANDRU ILLUSTRATOR | MIKE ESPOSITO EMBELLISHER | GLYNIS WEIN COLORIST | IRV WATANABE LETTERER

HELPFUL HINT #428: STUDY THE FRONT PAGE OF THIS NEWSPAPER MOST CARE-FULLY, MARVELITE..

--BECAUSE THIS INNOCENT EXAMPLE OF THE FOURTH ESTATE AT WORK IS GOING TO BE RESPONSIBLE FOR MORE ALL-OUT ACTION AND EXCITEMENT THAN YOU'VE EVER BEFORE SEEN ALL AT ONE TIME!

WHAT? YOU DON'T BELIEVE US? THEN JUST TURN THE PAGE, TIGER--AND SEE FOR YOURSELF!

WALL-CRAWLING KILLER STILL AT LARGE!

Photo by PETER PARKER

SPIDER-MAN THE MENACE BEHIND THE MASK by J. JONAH JAMESON

3rd SNIPER VICTIM

AND THE NIGHTCRAWLER CAME PROWLING, PROWLING, PROWLING IN THE DAILY

THE **HAND** HOLDING THIS PAPER BELONGS TO ONE **KURT WAGNER...**

...A RATHER--AH--**UNUSUAL** YOUNG MAN, TO SAY THE VERY **LEAST.**

HIS COMPANIONS CALL HIM **NIGHT-CRAWLER**--HE IS ONE OF THE **X**-TRAORDINARY **X-MEN**--

--AND, AT THE MOMENT, HE SEEMS QUITE **PERTURBED!**

LIEBER GOTT!

IS THERE SOMETHING THE **MATTER,** NIGHT-CRAWLER?

N-NEIN! PLEASE--AH--FORGIVE MY **OUTBURST,** COLOSSUS.

IT WAS MERELY--ER--SOMETHING I NOTICED IN THE **NEWS-PAPER.**

YOU'RE **KIDDIN'!**

SO NOW **"DEAR ABBY"** SETS YOU **HOWLIN',** HUH?

I TELL YA, MISFIT--YOU'VE BEEN HANGIN' **UPSIDEDOWN** FOR SO LONG, I THINK ALL THE **BLOOD** IS RUSHIN' TO YOUR BUSHY LITTLE **HEAD!**

HERE...LET ME HELP YA **DOWN!**

SNIKT!

ACH--!?!

THAT WAS NOT **FUNNY,** WOLVERINE.

NOT IN THE **SLIGHTEST!**

HEY, DON'T GET YOUR TAIL IN AN *UPROAR,* MISFIT. CAN'T YOU TAKE A *JOKE?*

BY NOW I *SHOULD!* I'VE BEEN *WORK-ING* WITH ONE LONG ENOUGH!

BUT THERE WAS SOMETHING OF *IMPORTANCE* TO ME IN THAT NEWS-PAPER--AND NOW YOU'VE *DESTROYED* IT!

I WANT AN *APOLOGY,* WOLVERINE--

--OR I WANT YOUR *EARS* PINNED BACK!

OH, GOODIE-- A *THREAT!*

I JUST *LOVE* BEING THREATENED. IT GIVES ME A CHANCE TO KEEP MY *CLAWS* SHARPENED.

SNIKT!

KNOW WHAT I *MEAN?*

ALL RIGHT, THAT WILL BE *ENOUGH!* BOTH OF YOU, *CALM DOWN--*

--OR I WILL REPORT YOUR BEHAVIOR TO *CYCLOPS* UPON HIS RETURN!

BETTER *BACK OFF,* BIG BOY-- BEFORE I CUT YOU DOWN TO *SIZE!*

NIGHTCRAWLER, WH-WHERE ARE YOU *GOING?*

OUT FOR A BREATH OF *FRESH AIR,* MY FRIEND.

THE *ATMOSPHERE* IN THIS GYM-NASIUM HAS SUDDENLY BECOME *STIFLING!*

...ALONE!!

AND BESIDES, COLOSSUS--THERE IS SOMETHING MOST *URGENT* THAT I MUST ATTEND TO...

BUT, LEST YOU FORGET THE **NAME** OF THIS MAG, WE'D BETTER TAKE OUR **LEAVE** OF THE X-MEN'S WESTCHESTER **HEAD-QUARTERS**--

--AND TARGET IN ON CERTAIN CONEY ISLAND **ROLLER COASTER**--

--WHERE WE CAN INTRODUCE OUR WEB-SLINGING **STAR**--

--IN HIS EVERY-DAY IDENTITY OF COLLEGE STUDENT **PETER PARKER**--

WHO CURRENTLY HAS A BETTER THAN RUNNING START ON **LOSING HIS LUNCH!**

C'MON NOW, TIGER--ISN'T THIS **FUN?**

OH, S-S-SURE, MARY JANE. IT'S J-J-JUST **GREAT**--

--IF YOU'RE INTO **PREMATURELY WHITE HAIR!**

TORTNADO

OBOY.

I'M GOING TO **DIE.**

BE **SERIOUS,** PETER-- OR I'LL NEVER **TAKE** YOU ON ONE OF THESE THINGS **AGAIN!**

P-P-PROMISE?

YOU CAN OPEN YOUR **EYES** AND PEEL YOUR SWEATY LITTLE **FINGERS** FREE OF THE HANDRAIL NOW, SPORT.

THE RIDE IS ALMOST **OVER.**

I'M NOT LETTING GO OF **ANYTHING,** MJ-- UNTIL MY FEET ARE PLANTED BACK ON **TERRA FIRMA!**

THERE NOW. THAT WASN'T REALLY SO BAD--WAS IT, PETEY?

NO, I GUESS NOT, MJ--NOW THAT MY KNEES HAVE STOPPED KNOCKING.

YOU WANT TO GO AGAIN THEN, TIGER?

YOU WANT A FAT LIP, MS. WATSON?

EX

IT

NO. AS A MATTER OF FACT, WHAT I REALLY WANT IS A HOT DOG-- WITH THE WORKS!

IN THAT CASE, MY DEAR--ALLOW ME TO ESCORT YOU DOWN THE BLOCK TO GOOD OL' RELIABLE NATHAN'S--

--FOR AN EPICURIAN DELIGHT TO MAKE THE VERY DRIEST OF MOUTHS WATER!

Nathan's

ORIGINAL NATHANS FAMOUS FRANKFURTS

STOP HERE! THIS IS IT Nathan's OPEN ALL YEAR PIZZA PICKLES

Nathan's PIZZA COUNTER

Nathan's PEMBROKE ALL BEEF FRANKS

Nathan's PIZZA COUNTER

Nathans SEA FOOD DELICATES BUFFET CATERING

PICKLES PIZZA

MIND IF LIZ AND I JOIN YOU, PETE?

HARRY, WE THOUGHT YOU'D NEVER ASK.

WHAT CAN I DO FOR YOU FOLKS?

MAKE IT TWO ORDERS OF FRIES FOR US.

PLUS ONE FRANK WITH EVERYTHING FOR THE LADY HERE, MY GOOD MAN.

NATHAN'S

AND HURRY IT, HANDSOME.

HEY, SORRY ABOUT THE WAY I ACTED ON THAT ROLLER COASTER, RED--

--BUT I JUST COULDN'T ESCAPE THE FEELING THAT SOMEONE WAS WATCHING ME.

Y'KNOW, PETER, THAT'S WHAT I LIKE MOST ABOUT YOU--

--YOU'RE SO CUTE WHEN YOU GET PARANOID.

IS IT ONLY SIMPLE PARANOIA, MARY JANE? PERHAPS--

--OR PERHAPS PETER PARKER'S UNIQUE SPIDER-SENSES MERELY ALERTED HIM TO A DANGER ANYONE ELSE WOULD HAVE TO LEARN ABOUT--

BLAM!

--THE HARD WAY!!

HOLY HANNAH! THAT MAN'S BEEN SHOT!

STAY HERE WITH **HARRY** AND **LIZ**, MJ. I'M GOING TO GET SOME **PHOTOS** FOR THE BUGLE!

WELL, THAT'S **ANOTHER** DATE SHOT TO TINY LITTLE **PIECES!**

MR. PARKER, THIS IS STARTING TO BECOME A VERY NASTY **HABIT!**

MARY JANE'S **TICKED OFF** AT ME AGAIN-- AND, FRANKLY, I DONE **BLAME** HER.

DON'T KNOW IF **I'D** LIKE PLAYING SECOND FIDDLE TO SOMEBODY'S SECRET IDENTITY **EITHER.**

BUT, LIKE IT OR **NOT,** RIGHT NOW EVERYONE'S FAVORITE WALL-CRAWLER HAS **WORK** TO DO!

AND, EVEN AS OUR HAPLESS HERO **DOFFS** HIS CIVIES, LET'S WHIRL DESTINY'S CLOCK **BACK** A FEW MINUTES, TO BEFORE THE FATEFUL **SHOT** WAS FIRED--

ESPOSITO'S CUSTARD

IRENE AND MICHELLES

ANDREA'S CORN 35¢

KING

--AND FOLLOW THE **MYSTERIOUS NIGHTCRAWLER** AS HE PROWLS THRU THE EVENING **SHADOWS!**

THAT **PHOTO** ON THE PAPER'S FRONT PAGE WAS **ERIC HOFFMAN** --AN OLD **FRIEND** OF MINE FROM MY **CARNIVAL** DAYS IN EUROPE--!

I KNEW ERIC HAD MOVED **HERE**--TO BROOKLYN'S **CONEY ISLAND**--BUT I NEVER HAD A CHANCE TO **VISIT** HIM--

--AND NOW IT'S **TOO LATE!**

I OWE IT TO ERIC TO FIND HIS **KILLER** BEFORE...

BLAM!

WAS IST--?! THAT WAS A **GUNSHOT!**

SOMEONE IS **FALLING** FROM THAT ROLLER COASTER--

--AND **ABOVE** ME--THE ONE WHO **FIRED** THE FATAL SHOT--!!

FATE CAN MOVE IN MOST ***MYSTERIOUS*** WAYS INDEED!

IT SEEMS TO HAVE DROPPED THE ***KILLER*** I SOUGHT RIGHT INTO MY ***LAP***--

--EVEN AS ***HE*** DROPS HIS WEAPON TO THE ***GROUND!***

KLAKT!

I MUST ***APPREHEND*** HIM BEFORE HE CAN...

TOO LATE! ALREADY HE'S ***RETREATING*** DOWN THE STAIRS--SHUTTING THE DOOR ***BEHIND*** HIM--!

LOCKED--AND IT'S MADE OF ***SOLID STEEL!***

GIVEN TIME, I COULD ***TEAR*** THIS FROM ITS ***HINGES***--

--BUT THAT IS TIME I CANNOT AFFORD TO ***WASTE!***

THE KILLER HAS MADE GOOD HIS ***ESCAPE*** BY NOW!

I'VE GOT TO RECOVER THE ***RIFLE*** HE DROPPED-- AND THEN PICK UP HIS ***TRAIL!***

IT IS FORTUNATE THE WEAPON WAS NOT ***DAMAGED*** IN THE FALL!

THE AUTHORITIES WILL REQUIRE IT FOR ***EVIDENCE*** WHEN THAT COLD-BLOODED MURDERER IS FINALLY BROUGHT TO ***TRIAL!***

NOW I MUST...

THWAKK!

UH-***UH,*** CHUCKLES! YOU'RE NOT GOING ***ANYWHERE!***

AT LEAST, ***NOT*** WITH THAT LOADED ***RIFLE*** IN YOUR HANDS!

WHO--?!?

THE NAME IS ***SPIDER-MAN,*** POINTY-EARS!

THE QUESTION IS-- ***WHO ARE YOU?***

SPIDER-MAN?!? THE ONE THE DAILY BUGLE CALLED A ***KILLER?!?*** COULD IT BE ***HIM*** I SAW ON THE ROOF?

IF ***SO,*** I CANNOT AFFORD TO TAKE ***CHANCES!***

BROK!

I'LL HAVE TO ***CAPTURE*** HIM ***FIRST--***

WHUD!

--AND ASK ***QUESTIONS*** AFTERWARD!

YOU PACK QUITE A ***PUNCH*** FOR AN OVER-SIZED ***ELF,*** FELLA--

POW!

--BUT YOUR FRIENDLY NEIGHBORHOOD ***WEB-SLINGER*** ISN'T EXACTLY A ***PIKER*** IN THAT DEPARTMENT ***HIMSELF!***

SPAK!

THWIP!

NOW YOU JUST STAY ***PUT,*** PAL--AND LET'S HAVE A LITTLE ***CHAT!***

SKRAKT!

WE HAVE NOTHING TO ***DISCUSS,*** SPIDER-MAN!

CHOK!

I KNOW ALL ***ABOUT*** YOU--

--AND THE ONLY WAY YOU WILL GET THIS ***RIFLE*** BACK IS TO TAKE IT FROM MY ***CORPSE!***

GEE, YOU'RE SURE A ***DRAMATIC*** SORT, AREN'T YOU?

THERE THEY **ARE**, GUYS! IT'S **SPIDER-MAN**--AND SOME **OTHER** WEIRDO!

OH, SWELL ...THE **POLICE!**

BETTER PUT AN **END** TO THIS FIASCO **FAST**--

--BEFORE SOME TRIGGER-HAPPY **ROOKIE** PUTS AN END TO **ME!**

I DON'T KNOW EXACTLY WHAT YOUR **GAME** IS, FELLA--BUT THIS IS WHERE IT...**HUH?**

HE RODE WITH MY **PUNCH**--SO HE COULD CATCH HOLD OF THAT **FERRIS WHEEL** AS IT PASSED!

WHOK!

WHOEVER HE IS, HE'S AS AGILE AS **I** AM!

IT DOESN'T MAKE **SENSE!** WITH **HIS** POWERS, WHAT NEED WOULD SPIDER-MAN HAVE FOR A **RIFLE?**

PERHAPS I'VE BEEN **WRONG** ABOUT HIM--!

CRIPES! THAT CHARACTER'S **CLAW-LIKE FEET** ARE ALMOST THE EQUAL OF MY **WALL-CRAWLING ABILITY**--

--BUT IF HE THINKS THEY'RE GONNA HELP HIM GET **AWAY** FROM ME--

--THEN HE'S GOT **SAWDUST** BETWEEN HIS POINTY LITTLE EARS!

OKAY, KILLER-- THE JOY RIDE IS **OVER!**

KILLER? NO, SPIDER-MAN-- IT IS **YOU** WHO ARE THE **MURDERER** HERE--!

DON'T HAND ME THAT **GARBAGE**, RUMPLESTILTSKIN! JUST HAND OVER THE...

...RIFLE?

SORRY, CHARLIE-- **DROPPING** THAT BABY WON'T **HELP** YOU! THERE'S A **POLICEMAN** WAITING BELOW TO **CATCH** IT--

--AND THAT SHOULD GIVE THE BOYS IN BLUE ALL THE **EVIDENCE** THEY NEED TO PUT YOU AWAY FOR **MURDER ONE!**

OBVIOUSLY, I'VE BEEN **WRONG!** SPIDER-MAN IS **NOT** THE MURDERER I SOUGHT!

THUS PERHAPS IT IS TIME FOR ME TO BEAT A STRATEGIC **RETREAT--**

--AS ONLY THE **NIGHTCRAWLER** CAN!

HUH?

BAMF

H-HE JUST **DISAPPEARED** --IN A PUFF OF **FIRE AND BRIMSTONE!**

OH, MAN--I'VE TANGLED WITH **VULTURES... RHINOS... JACKALS** ...AND **SCORPIONS,** AMONG OTHERS...

...BUT FULL-FLEDGED **DEMONS?!?**

FACE IT, WEBHEAD, YOU KEEP THIS **UP--**

--AND THEY'RE GONNA BE MEASURING YOU FOR A ROOM WITH **RUBBER WALLS!**

HEY, THE WEB-SLINGER'S GETTING **AWAY,** SARGE!

BUT ONE GOOD **SHOT**--AND I CAN STILL BRING HIM **DOWN!**

FORGET IT, HENNESSY! I WON'T HAVE YOU FIRING WILD IN A **POPULATED AREA!**

BESIDES, HE'S ALREADY WELL OUT OF **RANGE!**

AND, MINUTES LATER...

THERE'S MY TRUSTY **CAMERA**--RIGHT WHERE I **LEFT** IT!

I DON'T KNOW IF FORK-TAILED DEMONS **PHOTO-GRAPH** OR NOT-- BUT AFTER I STOP BY THE **BUGLE,** I'M GONNA **FIND OUT!**

IT'S THE ONLY WAY I CAN **PROVE** TO MY-SELF I'M NOT GOING **BANANAS!**

SO SPIDER-MAN TOOK **PICTURES** OF OUR ENCOUNTER, EH?

I DON'T KNOW WHAT **ULTERIOR PURPOSE** HE HAS IN MIND FOR THEM--

--BUT, ONE WAY OR **ANOTHER,** I'VE GOT TO GET THOSE PHOTOS **BACK!**

THE **NIGHT OWL** EDITION OF THE DAILY BUGLE HAS FINALLY BEEN PUT TO **BED**, AND A WEARY **JOE ROBERTSON** WOULD GLADLY FOLLOW ITS **EX-AMPLE**--

--IF HE DIDN'T HAVE TO DEAL WITH INTERRUPTIONS LIKE--**THIS!**

NEED A **LIGHT**, ROBBIE?

SPIDER-MAN?!?

SKRITCH!

WHAT DO **YOU** WANT, MISTER?

JUST A LITTLE **INFORMATION**, MR. CITY EDITOR.

WHAT DO YOU **KNOW** ABOUT THESE RECENT **SNIPINGS** AROUND TOWN?

WELL, AFTER YOUR LITTLE **ESCAPADE** AT CONEY ISLAND EARLIER, FELLA--

--THE POLICE NOW THINK THAT **YOU'RE** SOMEHOW INVOLVED!

SO WHAT **ELSE** IS NEW?

THOSE GUYS FIGURE THAT **I** WAS INVOLVED WHEN **CAIN** CLOBBERED **ABEL!**

ANY IDEA WHO'S **REALLY** BEHIND THE KILLINGS, ROBBIE?

MY SOURCES **DOWNTOWN** SAY IT LOOKS LIKE THE WORK OF-- **THE PUNISHER!**

TROUBLE IS, NONE OF THE VICTIMS HAS ANY **CRIMINAL RECORD**--AND, UNTIL NOW, THE PUNISHER HAS **LIMITED** HIS HUNTING-GROUND TO THE **UNDERWORLD!**

ROBERTSON, I...

GREAT GADFREY!

THANKS, ROBBIE. ONE LAST **QUESTION**-- AND THEN I'LL TAKE OFF.

BINSON TIMES

WHAT WOULD YOU SAY IF I TOLD YOU I'VE SEEN A POINTY-EARED **DEMON** WITH A LONG FORKED **TAIL?**

I'D SAY YOU OUGHT TO HAVE YOUR **EYES** EXAMINED...

YEAH, THAT'S WHAT I **THOUGHT** YOU'D SAY.

...OR YOUR **HEAD** EXAMINED...

...OR **BOTH!**

JUST **REMEMBER**, WEB-HEAD--IF ANYTHING **COMES** FROM WHAT I'VE TOLD YOU, THE BUGLE GETS THE **EXCLUSIVE!**

THAT'S THE **LEAST** I CAN DO, ROBBIE.

IN FACT, I MIGHT EVEN LET THAT **PETER PARKER** KID TAKE THE **PHOTOS!**

THWIP!

SO THE WALL-CRAWLER WILL LET **PARKER** TAKE HIS PHOTOS, EH?

CUTE...REAL **CUTE!**

MAYBE THAT WEB-HEADED MENACE CAN FOOL THE **REST** OF THE WORLD--

--BUT HE CAN'T FOOL **ME!**

*SILENTLY, LITERALLY ON **TIP-TOE,** THE IRASCIBLE PUBLISHER OF THE DAILY BUGLE **SNEAKS** BACK DOWN THE HALL TO HIS **OFFICE**--*

*--THEN CAUTIOUSLY **LOCKS** THE DOOR BEHIND HIM.*

I KNOW **WHO** HE REALLY IS...

...AND **WHAT** HE REALLY IS...

CLIK!

...AND BEFORE I'M DONE, THE WHOLE **WORLD** WILL KNOW AS WELL!

I OWE QUITE A **DEBT** TO WHO-EVER MAILED ME THIS **ANONYMOUS PACKAGE**--

--BECAUSE BEFORE I'M THRU, THE **PHOTOS** IT CONTAINS--

--WILL BRING ABOUT THE INEVITABLE **END** OF THE KILLER CALLED **SPIDER-MAN**--

--AND THE FINAL **TRIUMPH** OF J. JONAH JAMESON!!

WAR JOURNAL ENTRY NUMBER 381:

THEY'D RUN OUT OF **MONEY** AND **HOPE** AT ABOUT THE SAME TIME--AND NOW, WHAT WAS TO HAVE BEEN A SHINING NEW **APARTMENT COMPLEX** ON THE TIP OF ROCKAWAY WAS INSTEAD A TOWERING **EYESORE.**

IT MADE LITTLE **DIFFERENCE** TO ME. JOEY WHISPER HAD INFORMED ME I WOULD FIND THE **ANIMALS** I'D BEEN SEARCHING FOR **HERE--**

--AND THAT WAS ALL THAT REALLY **MATTERED!**

CHOK!

THE **SENTRY** FELL LIKE A BRICK WALL IN AN **EARTHQUAKE--**

--AND I WAS **READY** WHEN I ENTERED THE **ROOM!**

SNAKE-EYES, I WANT **WORDS** WITH YOU!

WHO IN--?!?

HOLY CROW! IT'S THAT **PUNISHER** CREEP!

GUN HIM-- BEFORE HE GUNS **US!**

I SAID I ONLY WANTED TO **TALK** TO YOU, SCUM--

--BUT I SHOULD HAVE **KNOWN** THERE IS ONLY ONE **LANGUAGE** THAT YOUR KIND **UNDERSTANDS!**

BHUD-UD-UD-AH!

YOUR FORMER **ASSOCIATES** MADE THE MISTAKE OF BEING **DIFFICULT,** SNAKE-EYES. DON'T FOLLOW THEIR **EXAMPLE.**

NOW, THERE IS SOMEBODY GOING AROUND THIS TOWN **IMPERSONATING** ME, DRAGGING MY **REPUTATION** THRU THE **SEWER--**

--AND YOU'RE GOING TO TELL ME WHERE TO **FIND** HIM!

WAR JOURNAL ENTRY NUMBER 381, TO BE CONTINUED.

THE OMNIPRESENT **ROAR** OF THE TRAFFIC CLATTERING ACROSS THE 59TH STREET BRIDGE FORMS A MOST APPROPRIATE **CHORUS** FOR THE WEB-SLINGER'S **THOUGHTS**--

--AS HE DROPS TOWARDS THE NEWLY-CONSTRUCTED **ROOSEVELT ISLAND TRAMWAY** TO CATCH HIS BATED BREATH.

DON'T **UNDERSTAND** IT. I MAY NOT **APPROVE** OF THE PUNISHER'S **METHODS**, BUT HE'S NEVER HARMED AN **INNOCENT** BEFORE!

I'VE HEARD HE'S SWORN TO **SURRENDER** HIMSELF ON THE DAY THAT EVER HAPPENED!

I DON'T KNOW WHICH IS **WORSE**: GOING UP AGAINST A HOMICIDAL **PUNISHER**-- OR SEEING POINTY-EARED **DEMONS** WHO AREN'T EVEN THERE--!

EH? MY SPIDER-SENSE --**TINGLING**--!

WHO--?!?

WHAK!

I'M AFRAID IT'S THAT NON-EXISTANT POINTY-EARED **DEMON** ONCE AGAIN, SPIDER-MAN--!

AND, FOR THE **RECORD**, MY PROPER NAME IS-- **NIGHTCRAWLER!!**

UNNGGHH!!

NOW **PLEASE**, MY FRIEND--**STAY DOWN!** I HAVE NO WISH TO INJURE YOU **FURTHER!**

OUR **BATTLE** EARLIER THIS EVENING WAS A TRAGIC **MISTAKE!** I DO NOT WISH TO SEE IT **REPEATED!**

HUH? H-HE'S TAKING MY ***CAMERA--?!?***

FAREWELL, SPIDER-MAN! IF EVER WE MEET **AGAIN**--

--I SINCERELY **HOPE** IT WILL BE AS **FRIENDS!**

BUT **WHY**--?

MAN, MY HEAD'S STILL **SPINNING** FROM THAT **ONE-TWO PUNCH** HE HANDED ME--BUT I STILL CAN'T LET THIS **NIGHTCRAWLER** GET AWAY FROM ME **AGAIN!**

AT LEAST, NOT TILL I FIND OUT WHO--OR **WHAT**--HE REALLY **IS!**

THUS...

THERE, MY FRIEND! I RETURN YOUR **CAMERA** TO YOU NOW--**GLADLY!**

OH?

IF YOU WISH, I WILL EVEN **REPAY** YOU FOR THE **FILM** I'VE DESTROYED!

YOUR GENEROSITY **OVER-WHELMS** ME, BRIGHT-EYES--BUT ALL I WANT FROM **YOU** IS THE SATISFACTION OF PLANTING MY **FIST** ON YOUR **JAW--!**

NO! I HIT HIM **TOO HARD--!** HE'S **FALLING--!**

POW!

SPIDER-MAN'S STAMINA IS **ASTONISH-ING!** ALREADY HE IS BACK IN **ACTION--** STRIVING TO **RECAP-TURE** HIS PRECIOUS **CAMERA!**

BUT THE PUBLIC-AT-LARGE STILL DOES NOT **KNOW** ABOUT THE ALL-NEW **X-MEN--**AND I OWE IT TO MY COMRADES TO KEEP THEIR SECRET **SAFE!**

THE NIGHTCRAWLER TOPPLES SAVAGELY FROM THE TOWERING TRAMWAY SUPPORT, A LOOK OF SHEER **EXHILERATION** ON HIS SHADOWED FACE, A PEAL OF **LAUGHTER** ON HIS LIPS THAT SOUNDS MORE LIKE AN INHUMAN **HOWL!**

ONE INSTANT, HE IS PLUNGING HELPLESSLY THRU **SPACE--**

--AND THE **NEXT** INSTANT, HE IS--**GONE!**

CRIPES! I WAS GOING TO **SNAG** HIM WITH MY **WEBBING**--

BAMF!

--BUT HE'S PULLED HIS BLASTED **DISAP-PEARING ACT** AGAIN!

AN **IMPRESSIVE** LITTLE MANEUVER, IS IT NOT?

BACK **AGAIN,** HUH?

BAMF!

WELL, **THIS** TIME I'M NOT TAKING ANY **CHANCES!**

EH?

SPAK!

A QUICK SHOT OF MY EVER-READY **WEBBING**--

--AND YOU **WON'T** BE PULLING ANY FAST **FADE-OUTS** WHILE I KNOCK YOUR BUSHY **BLOCK** OFF--!

RATS! HE **ROLLED** WITH THE PUNCH **AGAIN**--!

BOK!

THE PROBLEM WITH *SOMETHING* LIKE YOUR **WEBBING,** MY FRIEND, IS THAT IT HAS **TWO** ENDS--

--AND THUS, IT IS SOMETIMES **DIFFICULT** TO TELL **WHO** IS IN TRUTH **CONTROL-LING** IT!

NICE **STUNT,** NC--

--**YANKING** ME ALONG FOR THE **RIDE!**

BUT FUN-TIME IS **FINISHED**-- AS OF **NOW!**

I HAVE NO REAL DESIRE TO **FIGHT** WITH YOU, SPIDER-MAN, BUT IF YOU **INSIST**--

--**LET'S GET ON WITH IT!!**

BUT BEFORE A SINGLE **PUNCH** CAN BE **THROWN...**

CRIPES! THE **CABLE-CAR--!**

WAS IST--?!?

GOT TO GET A **GRIP** ON SOME-THING **FAST--**

--AND I SEE **N.C.** HAS DONE **LIKE-WISE!**

NOW THE CABLE-CAR IS **STOPPING!** BUT THAT IS **IMPOSSIBLE**--UNLESS SOME-THING HAS INTENTIONALLY **JAMMED** THE MECHANISM--!

BUT **WHY** WOULD ANYONE WANT TO **DO** THAT?

I'M AFRAID I **KNOW** WHY, FELLA--

THERE THEY **ARE**--EXACTLY WHERE SNAKE-EYES **SAID** THEY'D BE--

--AND **ONE** OF THEM IS THE MAN I'VE COME TO **KILL!!**

--AND, BELIEVE ME, THE ANSWER ISN'T **PLEASANT!**

NEXT ISSUE! THE CATACLYSMIC **CLI-MAX** TO THE WILDEST SPIDEY SAGA YET! PLUS-- THE MENACE OF THE MAN CALLED **JIGSAW!** BE HERE FOR...

"LET THE PUNISHER FIT THE CRIME!"

SPIDER-MAN

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the AMAZING SPIDER-MAN®

TM

ONLY *ONE* OF US IS COMING DOWN FROM HERE *ALIVE!*

Roosevelt Island

SPIDEY...NIGHTCRAWLER--

AND THE PUNISHER MAKES THREE!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

LEN WEIN WRITER/EDITOR * ROSS ANDRU ILLUSTRATOR * MIKE ESPOSITO EMBELLISHER * GLYNIS WEIN COLORIST * JOHN COSTANZA LETTERER

LET THE PUNISHER FIT THE CRIME!

WAR JOURNAL ENTRY NUMBER 381, UPDATE: FOUR PEOPLE WERE ALREADY DEAD, MURDERED BY A SNIPER PRETENDING TO BE THE PUNISHER--WHICH HADN'T EXACTLY HELPED MY REPUTATION.

A TWO-BIT GAMBLER NAMED SNAKE-EYES HAD TOLD ME THE KILLER WOULD STRIKE NEXT AT THE ROOSEVELT ISLAND TRAMWAY--BUT WHEN I GOT HERE, I FOUND TWO POSSIBLE SUSPECTS: THE WEB-SLINGING SPIDER-MAN... AND A NIGHT-CRAWLING DEMON!

ONE OF THEM IS THE MAN I'VE COME HERE TO KILL, AND UNLESS I CAN FIGURE OUT WHICH ONE--

--I MAY HAVE TO KILL THEM BOTH!

SPIDER-MAN, THE ONE WITH THE *RIFLE*-- THE ONE WHO TRIED TO KNOCK US FROM THESE *CABLES*-- MUST BE THE *KILLER* WE SEEK!

I WAS HOPING THE POLICE WERE *WRONG* ABOUT YOU TURNING *ROGUE*, PUNISHER--

--BUT I GUESS THAT WAS TOO MUCH TO *ASK* FOR!

THWIP!

SPAK!

STAY *PUT*, WALL-CRAWLER! DON'T TRY ANY-THING *STUPID*!

NO *CHANCE*, CHUM! I'M NOT PLAYING *SITTING DUCK* FOR ANYBODY-- ESPECIALLY *YOU*!

BHUD-UD-UD

BLAST IT, WEB-SLINGER-- I *WARNED* YOU!

NOW *I'M* WARNING *YOU*, MURDERER--

THWUD!

--PUT YOUR GUNS *DOWN* AND YOUR HANDS *UP*!

CHKASH!

HIS NAME IS *NIGHTCRAWLER*, PUNISHER--AND UP TILL A LITTLE WHILE AGO, I THOUGHT *HE* WAS RESPONSIBLE FOR THE MURDERS *YOU* COMMITTED!

BUT THEN, I NEVER *WAS* MUCH OF A JUDGE OF *CHARACTER*!

YOU'LL HAVE TO SETTLE FOR ME PUTTING MY *FOOT* UP INSTEAD, DEMON!

HECK, I EVEN USED TO THINK THAT *YOU* WERE ONE OF THE *GOOD GUYS!*

NO AMOUNT OF *DOUBLE-TALK* IS GOING TO *SAVE* YOU, MASKED MAN!

WHAK!

YOU MAY HAVE NEUTRALIZED MY *RIFLE* FOR THE MOMENT--

--BUT THE PUNISHER IS EXPERT WITH *ANY* WEAPON!

THOK!

THOK!

CRIPES! THOSE BLASTED *BAYONETS* HAVE PINNED ME TO THE *WALL!*

BETTER TEAR THEM *FREE* BEFORE...

YOUR TIME IS *UP*, WALL-CRAWLER! THIS LITTLE CHARADE IS *OVER!*

NOW YOU'RE GOING TO *TELL* ME WHY YOU'VE BEEN *IMPERSONATING* ME, OR I'M GOING TO *BLAST* YOU TO...

SPOW!

SPWAK!

SPNNG

HELLFIRE! SOMEBODY'S TURNING THIS CAR INTO A *SHOOTING GALLERY!*

YEAH, I'VE NOTICED.

IF THIS IS YOUR FORK-TAILED *FRIEND'S* DOING, I'LL...

"YOU'RE GETTING *PARANOID* IN YOUR OLD AGE, PUNISHER. IF I KNOW THE NIGHT-CRAWLER, HE'S TOO BUSY RIGHT NOW JUST TRYING TO STAY *ALIVE!*"

THE *SNIPER* IS HIDING SOMEWHERE ATOP THE *59TH STREET BRIDGE*, OUT OF *SIGHT--*

--WHICH IS WHERE *I* OUGHT TO BE!

I'D LIKE TO *THANK* YOU FOR NAILING ME TO THE *BULLSEYE,* OL' BUDDY!

JUST KEEP YOUR HEAD *DOWN,* WALL-CRAWLER--AND YOU WON'T *LOSE* IT!

HEY--THE SHOOTING'S *STOPPED!*

AND I SEE YOU'VE BOTH COME *THRU* THE BARRAGE IN *ONE PIECE!*

YOU! GET *IN* HERE, FORK-TAIL! I HAVE A FEW *QUESTIONS* TO ASK YOU ABOUT...

WHAT--?!? H-HE *DISAPPEARED!*

UH-*HUH* SURE IS *DISCON-CERTING,* AIN'T IT?

BAMF

THE STRAIN OF *TELEPORTING* THIS DISTANCE IS ALMOST *UNBEARABLE--*

--BUT AFTER ALL I'VE GONE THRU TO *PROTECT* MY ANONYMITY TONIGHT,* I JUST COULDN'T RISK BEING *CAPTURED* BY THAT PISTOL-PACKING *PUNISHER!*

*DISPLAYED IN ALL ITS DRAMATIC DETAIL *LAST ISH.* -- LEN.

I'LL *REST* HERE UNTIL I REGAIN MY *STRENGTH,* AND THEN...

LIEBER GOTT! THERE IS THE *ASSASSIN,* MAKING GOOD HIS *ESCAPE--* AND I AM STILL FAR TOO WEAK TO *PURSUE* HIM!

I CAN ONLY HOPE THAT *SPIDER-MAN* OR THE *PUNISHER* HAVE SPOTTED HIM AS WELL!

UNFORTUNATELY...

WELL, I'M GLAD WE CLEARED THE AIR ABOUT *THAT* LITTLE MISUNDER-STANDING--

--BUT IF *I* DIDN'T KILL THOSE FOUR PEOPLE, AND *YOU* DIDN'T KILL THEM, AND *NIGHT-CRAWLER* DIDN'T DO IT--WHO *DID?*

AND WHY?

ROOSEVELT ISLAND

THOSE ARE QUESTIONS WE'LL HAVE TO *ANSWER* AS WE GO ALONG, MY FRIEND.

"WE"?

YOU'VE EARNED YOUR-SELF A *PLACE* IN THIS OPERATION IF YOU *WANT* IT, WEBHEAD.

TRY KEEPING ME *AWAY.*

WAR JOURNAL ENTRY NUMBER 382: THE TRAMCAR WAS A TOTAL LOSS-- A BULLET-RIDDLED RELIC THAT, MINUTES BEFORE, HAD BEEN THE BIG APPLE'S PROUDEST NEW TOURIST TRAP.

SOME PEOPLE WOULD BE VERY LEARY ABOUT TAKING THE TRAM-WAY FOR THE NEXT FEW DAYS. OTHERS WOULD FLOCK TO IT IN CURIOUS DROVES.

NEW YORK CITY IS A SUMMER CIRCUS.

I'D LEFT THE WAR-WAGON SITTING IN THE VERY SHADOW OF THE TRAMWAY TERMINAL ON ROOSEVELT ISLAND PROPER.

IT WAS STILL WAITING PATIENTLY WHEN SPIDER-MAN AND I ARRIVED.

DON'T KNOW WHY THIS BATTERED VAN IS SO IMPORTANT TO YOU, PAL.

BY NOW, THIS AREA MUST BE SWARMING WITH POLICE! GETTING PAST THEM IN THIS BUGGY IS GONNA BE JUST THIS SIDE OF IMPOSSIBLE!

I KNOW EXACTLY HOW DIFFICULT IT'S LIKELY TO BE, WALL-CRAWLER--

--BUT I'VE LEARNED TO SURVIVE ON THE BATTLEFIELD BY ONLY CROSSING ONE BRIDGE AT A TIME!

ACE TV APPLIANCE

CROSSING THIS PARTICULAR BRIDGE WAS THE EASY PART, PUNISHER!

IT'S CROSSING THE POLICE BARRICADE WAITING FOR US ON THE OTHER SIDE THAT'S GOING TO BE THE PROBLEM!

NOT AS MUCH A PROBLEM AS YOU MIGHT THINK, WEB-SLINGER! THIS BABY IS ESPECIALLY REINFORCED!

IT WOULD TAKE A MULTI-TON TANK TO STOP US-- AND MAYBE NOT EVEN THAT!

I'LL TAKE YOUR WORD FOR IT, FELLA.

KRAMM!

WHAM!

I TRIGGERED THE SPECIAL SMOKE-SCREENS AND ELUDED MY PURSUERS AS SPIDER-MAN AND I FORMULATED OUR BATTLE PLAN.

THEN THE WEB-SLINGER TOOK HIS LEAVE.

SEE YOU TOMORROW, CHUM. TRY NOT TO GET KILLED BEFORE THEN.

WAR JOURNAL ENTRY NUMBER 382--CONCLUSION: SPIDER-MAN DIDN'T REALLY SMILE AT HIS LITTLE JOKE. NEITHER DID I.

THE CAMPUS OF EMPIRE STATE UNIVERSITY, EARLY THE FOLLOWING DAY...

HARRY, BIOLOGY CLASS JUST ISN'T THE SAME WITHOUT PROFESSOR WARREN THERE TO...

MORNING, MR. PARKER.

FINISH THAT OH-SO-IMPORTANT PHOTO ASSIGNMENT YOU ABANDONED ME FOR LAST NIGHT?

HI, MARY JANE... FLASH. WHAT ARE YOU TWO DOING, BESIDES GETTING GRASS STAINS ON YOUR CLOTHES?

WE'RE COMMUNING WITH NATURE, PETE--YOU KNOW, SOAKING UP THE RAYS OF THE GLORIOUS SUN AND SUCH.

YOU OUGHT TO TRY IT SOMETIME, TIGER--WHEN YOU'RE NOT RUSHING OFF TO WIN THE PULITZER PRIZE.

LOOK, MARY JANE, ABOUT LAST NIGHT...

WHAT ABOUT IT, PETER? I PROMISED YOU I WASN'T GOING TO PLAY THE POSSESSIVE SHE-CAT ANYMORE, REMEMBER?

AND MARY JANE WATSON ALWAYS KEEPS HER WORD!

CRIPES! LOOK AT THE TIME!

WE'D BETTER GET GOIN', MJ.

LISTEN, PETER--WHENEVER YOU GET A NIGHT FREE, GIVE ME A CALL, HUH?

MY NUMBER IS IN THE BOOK.

SEE YA AROUND, PARKER.

SWELL. JUST WHAT I NEEDED--THE OLD "YOU'RE-NOT-THE-ONLY-FISH-IN-THE-SEA" ROUTINE

MJ'S STILL MAD AT ME BECAUSE I LEFT HER STRANDED AT CONEY ISLAND LAST NIGHT--BUT I HAD NO CHOICE.

SOMEONE HAD JUST BEEN MURDERED! SPIDER-MAN HAD TO GO INTO ACTION...

...DIDN'T HE?

THE MORE I THINK ABOUT IT, THE MORE I WONDER WHETHER... HUH?

THAT'S J. JONAH JAMESON!

WHAT'S HE DOING HERE?

I TELL YA, I'VE GOT JUST ABOUT ALL THE GRIEF I CAN HANDLE RIGHT NOW!

ANY MORE--AND I MAY JUST GO LIE DOWN IN TRAFFIC!

IN THAT CASE, PETER--MAYBE WE OUGHT TO RESERVE A STREET CORNER FOR YOU NOW.

YES? CAN I HELP YOU?

DR. MADISON?

DR. MARLA MADISON?

THAT'S MY NAME. WHAT'S YOURS?

I'M J. JONAH JAMESON, FIGHTING PUBLISHER OF THE DAILY BUGLE.

I WAS A GOOD FRIEND OF YOUR LATE FATHER.

HE SPOKE OF YOU OFTEN, MR. JAMESON.

WHAT CAN I DO FOR YOU?

I HAVE A LITTLE BUSINESS PROPOSITION I'D LIKE TO DISCUSS WITH YOU, MY DEAR.

ER--HAVE A CIGAR?

NO, THANK YOU. I NEVER TOUCH TOBACCO.

WELL--AH--I HOPE YOU DON'T MIND IF I SMOKE?

FRANKLY, MR. JAMESON --I DON'T CARE IF YOU BURN.

NOW, PLEASE--LET'S GET DOWN TO CASES. I'M A VERY BUSY WOMAN!

OBVIOUSLY SO --BUT NOT TOO BUSY FOR WHAT I HAVE IN MIND, I'LL WAGER.

AND WHAT PRECISELY IS THAT? OR ARE WE GOING TO PLAY TWENTY QUESTIONS?

MY DEAR, YOU'RE ONE OF THE MOST EMINENT ELECTRO-BIOLOGISTS IN THIS COUNTRY, YET YOU CLAIM YOU'VE RUN OUT OF CHALLENGES. THAT'S WHY YOU TURNED TO TEACHING, ISN'T IT?

AND IF IT IS?

THEN I HAVE A CHALLENGE I GUARANTEE WILL INTEREST YOU!

GO ON, MR. JAMESON.

MY DEAR, HOW WOULD YOU LIKE TO HELP ME DESTROY THE WALL-CRAWLING MENACE CALLED SPIDER-MAN?

SPIDER-MAN, EH? TELL ME MORE, MR. JAMESON--TELL ME MORE!

PLEASE, MY DEAR...CALL ME JONAH.

AND ON THAT ODDLY-OMINOUS NOTE, LET'S JUMP AHEAD TWELVE HOURS, AND FOCUS OUR ATTENTION ON A CERTAIN GARBAGE-STREWN CORNER ON MANHATTAN'S UPPER WEST SIDE--

--AS A SLIGHTLY-BATTERED TELE-PHONE CHIMES FORTH ITS MELANCHOLY MATING CALL--

BRRRNG! BRRRNG!

--AND OUR STARTLING SAGA PREPARES TO SHIFT INTO HIGH GEAR!

YEAH, MISTER-- I'M HERE.

WEST 39TH STREET... IN FIVE MINUTES?

I'M ON MY WAY!

CAUTIOUS LITTLE DEVIL, THAT PUNISHER-- BUT I GUESS I REALLY CAN'T BLAME HIM.

BATTLING CRIME AND INJUSTICE IS ONLY A PASTIME FOR ME.

FOR HIM, IT'S A WAY OF LIFE!

I DON'T EVEN PRETEND TO UNDERSTAND WHAT MAKES HIM TICK-- WHY HE FEELS THIS INSANE COMPULSION TO MAKE WAR ON THE UNDERWORLD--

--BUT THEN, WHO AM I TO THROW STONES?

IT'S OBVIOUS HE HAS HIS REASONS--

--AND FRANKLY, I'D RATHER HAVE HIM BESIDE ME--

--THAN AGAINST ME!

EVENING, ACE. HOPE YOU DON'T MIND MY DROPPING IN THIS WAY.

YOU'RE THIRTY SECONDS LATE, WALL-CRAWLER. NOW LET'S MOVE!

THERE'S A WAR WAITING.

WAR JOURNAL ENTRY NUMBER 383:

ENGINE COMPANY #35 WAS GOING DOWN FOR THE THIRD TIME -- BUT THE RESIDENTS OF THIS EAST SIDE NEIGHBORHOOD WEREN'T GOING TO LET IT SINK WITHOUT A FIGHT.

THEY'D ORGANIZED A BLOCK PARTY TO HELP RALLY PUBLIC SUPPORT FOR THEIR CAUSE.

HELP SAVE ENGINE COMPA NO 35

I WAS HERE TO MAKE CERTAIN THEIR PARTY DIDN'T TURN INTO A WAKE!

IT HAD COST A LOT OF MONEY AND A LOT OF PAIN FOR ME TO LEARN THAT THE PSEUDO-PUNISHER WAS PLANNING TO STRIKE HERE NEXT.

IF I HAD MY WAY, IT WOULD BE THE LAST TIME HE STRUCK ANYWHERE!

IF I DIDN'T KNOW BETTER, I'D SWEAR THE PUNISHER HAD TAKEN THE EASY JOB FOR HIMSELF!

OF COURSE, I IMAGINE I AM MORE QUALIFIED TO SCOUT AMONG THE ROOFTOPS, WHILE HE CHECKS THE STREETS AND ALLEYWAYS.

NOW IF I ONLY HAD SOME SMALL IDEA WHAT I'M SUPPOSED TO BE LOOKING FOR...

YEAH, YOU'D BETTER TELL THE BOSS, TONY...

I DON'T KNOW IF THE PUNISHER IS HERE OR NOT, BUT THAT SPIDER-MAN FREAK IS ALL OVER THE PLACE!

MAYBE YOU'D BETTER SEND A FEW OF THE BOYS OVER HERE TO HELP...

GURRKK!!

BENNY, WHAT'S WRONG?

HEY-- BENNY?

BENNY?

WHILE, A BLOCK AWAY...
ALL I CAN DO IS CONTINUE TO CRISS-CROSS THE NEIGHBORHOOD UNTIL.
NO! THAT BODY-- SPRAWLED IN THE ALLEYWAY BELOW--!
I'M TOO LATE! THE SNIPER HAS ALREADY STRUCK!
OR HAS HE?
THERE ARE NO BULLET-HOLES --NO SIGNS OF VIOLENCE ON THE BODY--!
AND IF YOU WANNA KEEP YOUR BODY THAT WAY, WEBHEAD-- YOU'LL FREEZE!
OBOY.
SWELL. NOW MY SPIDER-SENSE IS TINGLING-- BUT IT'S A LITTLE LATE!
JOYBOY HERE ALREADY HAS THE DROP ON...
UUNNGGHH!!
SPANG!
CRIPES! THERE WAS SOMEONE ELSE BEHIND ME--!
THAT'S WHAT MY SPIDER-SENSE WAS TRYING TO WARN ME ABOUT-- BUT I WAS JUST TOO "SMART" TO LISTEN!
MAN, WHAT'S THAT GUY'S HEAD MADE OF? HE'S STILL CONSCIOUS-- STILL TRYIN' TA GET TO HIS FEET--!
PERSISTANT CUSS, AIN'T HE?
WAK!
I COULD PUT SIX SLUGS IN HIM RIGHT NOW--
--BUT THE BOSS WANTS THIS CREEP ALIVE!
CHUDD!
BUT NOT NECESSARILY IN ONE PIECE!
THAT FINISHED HIM! HE'S OUT COLDER THAN AN ESKIMO'S NOSE!

WAR JOURNAL ENTRY NUMBER 384: THE MOOD ON THE STREET TURNED FROM ONE OF GAIETY AND MERRIMENT TO ONE OF STUNNED CONFUSION WITH UNSETTLING SUDDENNESS.

FDNY

THE BRIGHT BRASS BAND WHICH, MOMENTS BEFORE, HAD BEEN LOST IN MUSICAL RAPTURE, STOPPED PLAYING IN MID-NOTE--

ENGI

--AND THE MULLING CROWD FROZE IN PLACE, LIKE CHARACTERS PAINTED ON CANVAS--

MADRE DE DIOS.

HELP
ENGI

NOW!

--FOR A STARTLING NEW ELEMENT HAD BEEN ADDED TO THE SCENERY.

HELP SA
ENGINE

JUST KEEP COOL, FOLKS-- AN' NOBODY GETS HURT!

OKAY, BOSS--IT'S ALL YOURS!

PUNISHER? HEY-- PUNISHER!!

ARE YOU OUT THERE, MISTER?

I GOT YER PARTNER, PUNISHER--BUT KNOWIN' YOU, I'M SURE YA CAN ALREADY SEE THAT!

YOU PROB'LY DON'T REMEMBER ME, PUNISHER--BUT I REMEMBER YOU!

I WAS JUST A TWO-BIT PUNK WHEN YA WIPED OUT THE GANG I WAS WORKIN' WITH--AN' KNOCKED ME HEAD-FIRST THRU A PLATE GLASS WINDOW!

BUT I'M NOT A PUNK NO MORE, PUNISHER! THESE DAYS THEY CALL ME--

JIGSAW!

I'M THE GUY THAT'S GOING TO KILL YOU!!

C'MON *OUT,* PUNISHER! YA CAN'T HIDE FROM ME *FOREVER!*

C'MON *OUT*-- BEFORE YA MAKE ME *MAD!*

BROOME ST

I'M WARNIN' YA, PUNISHER-- LET'S SEE THAT MISERABLE *FACE* OF YERS...

...OR MY BOYS ARE GONNA START *BLASTIN'* ALL THESE INNOCENT PEOPLE CLEAR TO *BLAZES!*

YA GOT YERSELF JUST *THREE SECONDS* TA SHOW YERSELF, PUNISHER!

ONE...

...TWO...

...THR...

EH?

THAK!

WHA--?!?

KLAT!

SPAK-AK-AK

NICE *TRY,* PUNISHER--

--BUT I'VE SPENT MONTHS *TRAININ'* MYSELF--

--TO BE EVERYTHIN' *YOU* ARE--

--AND *MORE!!*

NOW *SHOW* YERSELF, BLAST YA!

SHOW YER-SELF, YA BLOOD-HUNGRY *BUZZARD*--

--BEFORE I SPRAY THE WEB-SLINGER'S *BRAINS* ACROSS THE *STREET!*

AND THAT'S WHEN IT ALL HIT THE FAN!

ALL DAY I'VE FOLLOWED THE PUNISHER, HOPING HE MIGHT LEAD ME TO THE MAN WHO MURDERED MY FRIEND ERIC HOFFMAN!*

*EXPLAINED LAST ISH. --LEN.

WHEN HE AND SPIDER-MAN BEGAN SCOUTING THIS NEIGHBORHOOD, I SUBDUED ONE OF JIGSAW'S MEN AND PUT ON HIS DISGUISE!*

I THOUGHT I'D PLAY A WAITING GAME UNTIL I WAS CERTAIN OF WHAT I SHOULD DO--

--AND NOW I KNOW!

*CHECK PAGE 15, PANEL 7, IF YOU DON'T BELIEVE US. --LEN AGAIN.

THE TIME HAS COME FOR NIGHTCRAWLER TO JOIN THE FRAY!!

HOLY JUMPIN' JOE! IT'S A--A MONSTER!!

NO, JIGSAW--IT IS YOU WHO ARE THE MONSTER...

...FOR COLDLY THREATENING THE LIVES OF HELPLESS PEOPLE!

WHAT'S WRONG WITH YOU MUGS? WHY DON'T YA BLOW THIS FREAK AWAY?

FORGET THAT CREEP, JIGSAW! I'VE SPOTTED THE GUY YOU REALLY WANT!

I'VE FINALLY FOUND THE PUNISHER!!

BUT FINDING ME, PUNK, AND FINISHING ME ARE TWO ENTIRELY DIFFERENT THINGS!

WAR JOURNAL ENTRY NUMBER 385--BATTLE REPORT:

SPAK-AK!

TO AVOID INJURING ANY BYSTANDERS, MY RIFLE WAS LOADED WITH RUBBER BULLETS.

BHUD-UD-AH

THOSE, AND THE SPECIAL GAS GRENADES I'D CONCOCTED, WERE NOT EXACTLY MY REGULAR STYLE--

--BUT THEY WERE STILL EFFECTIVE NONETHELESS.

WHUMP!

JIGSAW'S MEN WERE DOWN, BUT NOT OUT.

THROW THE GUN AWAY, PUNK--

BHUD-UD-AH

--BEFORE I THROW YOU AWAY!

SPAK-AK

IT WAS A SITUATION I INTENDED TO RECTIFY!

IT WAS ABOUT THEN THAT SPIDER-MAN REGAINED CONSCIOUSNESS.

EH? THAT'S NIGHTCRAWLER... GETTING CREAMED BY ONE OF THE GREAT UGLIES OF OUR TIME!

I...I DON'T KNOW EXACTLY WHAT'S GOING ON AROUND HERE...

SPINK!

SPANG!

SPING!

...BUT THIS LOOKS LIKE A JOB FOR--SPIDER-MAN!

GEE--THAT'S NOT A BAD LINE.

WITH THE WALL-CRAWLER AND THE NIGHT-CRAWLER BESIDE ME, THE ODDS WERE QUICKLY NARROWING--

CHUD

BWOK!

--AND THE MAN CALLED JIGSAW KNEW IT!

WASTE 'EM, YOU MUGS! WHY DON'T YOU WASTE 'EM?

WE GOT TOO MUCH AT STAKE TA BLOW THE WHOLE DEAL NOW!

I ALREADY COMMITTED FOUR MURDERS TA LURE THE PUNISHER BACK TO NEW YORK, JUST SO I COULD HAVE MY REVENGE!

THE PUNISHER HAS TO DIE-- HE HAS TO! IT'S EITHER HIS LIFE...

...OR MINE.

NO! I AIN'T GONNA LET THAT MANIAC GET HIS BLOODY HANDS ON ME!

I'M GETTIN' OUTTA HERE-- WHILE I STILL CAN!

UH-OH. LOOKS LIKE THE BOSS-MAN IS MAKING FOR THE NEAREST EXIT!

C'MON, ROSCOE-- GIVE THAT CRATE THE GAS!

I'LL FINISH OFF THE PUNISHER NEXT TIME!

THEN HOP ABOARD, BOSS--AN' LET'S GO!

Y'KNOW, IF THERE'S ANYONE I CAN'T *STAND*-- IT'S SOMEBODY WHO LEAVES A PARTY WITHOUT SAYING *GOOD-BYE!*

SPIDER-MAN!?!

NO *CHANCE*, WEBHEAD! THIS IS WHERE YOU GET *OFF!*

BOK!

WHO!

LOOK WHO'S TALKING ABOUT *HEADS!*

WITH A FACE LIKE *YOURS*, CHUCKLES--

UH-*HUH*, WANNA SURRENDER *NOW*-- OR MUST WE DO THIS THE *HARD* WAY?

--YOU COULD STOP AN *HOUR-GLASS!*

THE ONLY THING I'M GONNA *STOP*, WALL-CRAWLER--IS *YOU!*

HEY, WHAT ARE YOU *DOING* WITH THAT...

OOPS!

FACE IT, INSECT--YER ALL *WASHED UP!*

YER PLAYIN' OUTTA YER *LEAGUE* WHEN YA TRY TO TANGLE WITH *JIGSAW!*

UUNNHH!!

THAT WATER-PRESSURE IS ALMOST *UN-BELIEVABLE!*

BUT US SPIDERS ARE A *TENA-CIOUS* BUNCH, BRIGHT-EYES--

--WE JUST WON'T *QUIT!*

BESIDES, THAT OVER-SIZED *SQUIRT GUN* OF YOURS ISN'T MUCH OF A *PROBLEM* WITH ITS *PLUG* PULLED!

LOOKS LIKE YOU'RE *UNARMED*, ACE.

WHA--?!?

SURE YOU DON'T WANT TO *GIVE UP* YET, JIGSAW?

NO *WAY*, SUCKER! I DON'T *NEED* NO WATER HOSE TO *FINISH* YOU!

THE SPECIAL *EXO-SKELETON* IN MY OUTFIT MAKES ME MORE THAN A MATCH FOR *ANYONE!*

"THIS TIME, I'M GONNA *SQUASH* YA LIKE THE LITTLE *INSECT* YOU...

SKRUNK!

EH? M-MY *FOOT*-- IT'S CAUGHT IN THE *HOSE*--!?

AND THAT *HOSE* IS CAUGHT AROUND THIS BUGGY'S *AXLE*--!

THE WHOLE FLIPPIN' THING IS *OUT OF CONTROL!*

AND SPEAKING OF *FLIPPING*, WEBHEAD-- IT'S TIME TO BEAT A HASTY *RETREAT* BEFORE...

OUCH.

IT HURT JUST TO *WATCH* THAT!

F.D.N.Y.

KWA-ROOM!

SPIDER-MAN, IS EVERYTHING UNDER *CONTROL?*

SURE, N.C.--OL' *PATCHWORK-PUSS* IS IN THE BEST OF *HANDS*. WHAT ABOUT HIS *GANG?*

NIGHTCRAWLER AND I *NEUTRAL-IZED* THEM, MISTER.

THEN I GUESS THAT JUST ABOUT *DOES* IT.

SO *THIS* IS THE MANIAC THAT *MURDERED* MY OLD FRIEND.

AND A HANDFUL OF *OTHER* PEOPLE IN THE BARGAIN, PAL-- JUST SO HE COULD GET A SHOT AT THE *PUNISHER!*

WHOEVER SAID REVENGE IS *SWEET?*

AND THE MOST *DISHEARTENING* PART OF IT ALL, MY FRIENDS, IS THAT I DON'T EVEN *REMEMBER* HIM!

WELL, WHAT'S DONE IS *DONE*. NIGHTCRAWLER, I'D LIKE TO *APOLOGIZE* FOR...

CRIPES! HE'S *GONE* AGAIN! *

BAMF

* TO CONTINUE HIS ADVENTURES IN THE ALL-NEW *X-MEN* MAG, ON SALE EVERYWHERE FOR THE DISCERNING READER.-- LOVE-A-PLUG LEN.

WELL, PUNISHER, LOOKS LIKE IT'S JUST *YOU* AND...

HUH?

WELL, LOOKS LIKE IT'S JUST *ME!*

THOSE TWO DON'T EXACTLY *STICK AROUND* AFTER A FIGHT TO TAKE THEIR *BOWS*, DO THEY?

AND COME TO *THINK* OF IT...

... WHY SHOULD *I?*

WAR JOURNAL ENTRY NUMBER 385--CONCLU-SION: ANOTHER BATTLE WAS FINALLY *OVER.*

BUT THE WAR STILL GOES ON.

NEXT ISSUE

IF YOU THOUGHT OUR HAP-LESS HERO'S LIFE WAS GOING DOWNHILL *BEFORE*, WAIT'LL YOU SEE WHAT HAPPENS *NEXT!* THERE'S ACTION A'PLENTY IN THE LITTLE SAGA WE CALL...

ALL THE KINGPIN'S MEN!

BE HERE!

SPIDER-MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN®

THE KINGPIN IS BACK, WEBHEAD!

AND THIS TIME, THERE'S NO WAY ON EARTH TO STOP HIM!!

D.C. + J.R.

ALL-OUT ACTION IN THE MIGHTY MARVEL MANNER!!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

LEN WEIN WRITER/EDITOR | **ROSS ANDRU** ILLUSTRATOR | **MIKE ESPOSITO** EMBELLISHER | **GLYNIS WEIN** COLORIST | **JOE ROSEN** LETTERER

"COME ON ALONG AND TAKE THE **BUS**, AND LEAVE THE DRIVING TO **US**!" OR SO A CERTAIN JAUNTY **JINGLE** GOES--

--AND YOUR FRIENDLY NEIGHBOR-HOOD **WALL-CRAWLER** HAS NEVER EXACTLY BEEN ONE TO **TURN DOWN** AN OPEN INVITATION... TO **ANYTHING**!

DADDY-- **LOOK**! THERE'S A **MAN** ON THE ROOF OF THAT **BUS**!

MAN, THIS IS MORE **LIKE** IT! SWINGING AROUND TOWN ON A COCKAMAMIE **WEB** ALL THE TIME CAN GET TO BE A **STRAIN** ON THE **ARMS**!

YEAH, BEING **CHAUFFEURED AROUND** THIS WAY COULD GET TO BE A **HABIT**--

--IF THE **EXHAUST FUMES** DIDN'T MAKE ME SO **NAUSEOUS**!

ALL THE KINGPIN'S MEN!

A MAN, HUH? THAT'S THE LAST TIME I LET YOU KIDS EAT CHILI TACOS BEFORE DINNER!

I SUPPOSE WEB-SLINGING DOES HAVE ITS ADVANTAGES, THOUGH.

YOU NEVER GET STUCK IN TRAFFIC, FOR INSTANCE, AND YOU CAN'T RUN OUT OF...HMMM. THAT'S STRANGE.

I'VE NEVER SEEN A HELICOPTER DESIGNED LIKE THAT ONE BEFORE--

--AND WHAT'S WORSE, I DON'T SEE ANY F.A.A.* REGISTRY MARKINGS ON IT!

* THAT'S FEDERAL AVIATION ADMINISTRATION, PILGRIMS.--LEN.

DON'T KNOW WHERE THAT WHIRLYBIRD COMES FROM OR WHERE IT'S GOING, BUT I THINK I'D BETTER FOLLOW IT--

--AND FIND OUT!

TRANSIT 1231

OF COURSE, IF IT TURNS OUT TO BE SOMETHING ENTIRELY INNOCENT, I'M GOING TO FEEL LIKE A CLASS-A IDIOT--

--BUT WHAT ELSE IS NEW?

HEY, THE COPTER SEEMS TO BE PACING THAT DELIVERY TRUCK BELOW IT--

--AND EVEN MONEY SAYS IT'S UP TO NO GOOD!

SAY, BERNIE--YOU KNOW THAT FREAKY HELICOPTER THAT'S BEEN TAILIN' US?

WELL, IT'S STEALIN' OUR TRUCK!!

GOTTA SAY ONE THING FOR BEING IN THE SUPER-HERO BUSINESS--

--THERE'S RARELY A DULL MOMENT!

LOOKS LIKE THIS IS MY DAY FOR HITCHING *FREE RIDES*, DOESN'T IT?

I JUST HOPE THAT *THIS* RIDE DOESN'T WIND UP AS A *DEAD END*...

...FOR *YOURS TRULY!*

GUESS MY BEST BET IS TO JUST *SIT* HERE UNTIL THIS BIRD *LANDS*, AND THEN... *EH?*

CRIPES! I SHOULD HAVE *KNOWN*--! IT'S MY FAIR-WEATHER "*FRIENDS*" AGAIN!*

ARROW TRUCKING

C'MON, NUMBER 17-- LET'S *MOVE IT!*

DON'T KNOW WHAT THOSE CREEPS ARE PLANNING TO *DO*, BUT FROM THE WAY MY TRUSTY SPIDER-SENSE IS *TINGLING*--

*SPIDEY HAS ENCOUNTERED THESE COSTUMED CUT-UPS BEFORE BACK IN ISSUES #153, 154 & 160. --LEN.

--I'VE GOT *OTHER* THINGS TO WORRY ABOUT!

YOU'VE *INTER-FERED* WITH US FOR THE *LAST TIME*, WEB-SLINGER!

OH, REALLY? YOU MEAN, YOU CLOWNS ARE FINALLY GONNA *RETIRE?*

BECAUSE THAT'S THE ONLY WAY YOU'RE EVER GONNA BE *RID* OF ME, GUYS!

BOK!

WE'LL *SEE* ABOUT THAT, INSECT-- *WE'LL SEE!*

CHUCKLES, ALL *YOU'RE* GOING TO SEE IS *TECHNICOLOR STARS!*

GET THOSE *DOORS* OPEN, NUMBER 17-- AND MAKE IT *SNAPPY!*

I DON'T KNOW HOW MUCH *LONGER* THOSE GUYS CAN KEEP THE WALL-CRAWLER *BUSY!*

KEEP YER *SHIRT* ON, NUMBER 12-- THE *ELECTRO-WRENCH* HAS FINALLY *SPRUNG* THE BLASTED *LOCK!*

SPANG!

THEN LET'S GRAB THE *GIZMO*-- AND GET *GOING!*

ARROW TRUCKING

DON'T KNOW *WHY* I'M UNFORTUNATE ENOUGH TO KEEP *RUNNING INTO* YOU CREEPS--

BROK!

-- BUT I'LL TELL YA, I'M SURE GETTING *TIRED* OF IT!

BETTER SIGNAL THE *OTHERS* TO GET BACK INSIDE-- AND *FAST!*

WE'VE GOT THE *THINGA-MAJIG* THE BOSS WANTED!

THEN WE DON'T NEED THAT *TRUCK* ANYMORE, DO WE?

CLAK!

AS OF *NOW*, IT'S SO MUCH *DEAD WEIGHT!*

AND SPEAKING OF POTENTIAL *DEAD WEIGHT!..*

OBOY.

ARROW TRUCKING

INCOMPETENT *FOOL!* IF SPIDER-MAN *DIES--*

--SO DO *YOU!!*

SWELL. JUST *SWELL.*

I HAVEN'T A PRAYER OF *JUMPING* TO SAFETY FROM THIS HEIGHT--

--AND BY THE TIME I CAN THROW TOGETHER A *WEB-PARACHUTE*, THEY'LL BE ABLE TO USE IT AS MY *SHROUD!*

ALL I CAN DO IS WRAP MYSELF IN A *WEB-BALL--*

--AS *THICK* AS I CAN *MAKE* IT--

--AND HOPE IT MANAGES TO *ABSORB* SOME OF THE--

--IMPACT!!

OUCH.

OUCH.

OUCH!

OUCH!!

MAN, EVERYTHING I *OWN* ACHES-- BUT AT LEAST I'M *ALIVE!*

AGAIN YOU'VE MANAGED TO *ESCAPE* ME, SPIDER-MAN!

BUT WHEN *NEXT* WE MEET, THE VICTORY WILL BE *MINE!*

SOON AFTER, BACK IN MANHATTAN...

NOT SURE WHAT THOSE CLOWNS IN THE COPTER WERE AFTER -- BUT I CAN'T WORRY ABOUT THAT NOW.

RIGHT NOW, I'M GOING TO BUY SOME FLOWERS -- AND TRY TO PATCH THINGS UP WITH A CERTAIN MARY JANE WATSON.

C'MON, PRETTY LADY -- OPEN THE DOOR.

I'VE GOT A LOT I WANT TO SAY TO YOU.

NO ANSWER.

WELL, MAYBE SHE'S IN THE SHOWER...OR MAYBE SHE'S DRYING HER HAIR... OR MAYBE...

...MAYBE SHE'S JUST NOT HOME!

THE WALK BACK TO PETER PARKER'S CHELSEA APARTMENT IS A VERY LONG AND LONELY ONE...

SHE LOVES ME... SHE LOVES ME NOT... SHE LOVES ME... SHE LOVES ME...

...NOT?

AW, WHAT DOES A BUNCH OF STUPID FLOWERS KNOW, ANYWAY?

NO STAND!

FACE IT, PARKER, YOU BROUGHT THIS ON YOURSELF -- ALWAYS LEAVING MJ HANGING, WHILE YOU RUN OFF TO PLAY HERO!

YOU CAN'T BLAME HER FOR PREFERRING FLASH THOMPSON'S COMPANY TO YOURS.

AT LEAST FLASH IS ALWAYS AROUND.

EVENTUALLY, YOU'RE GOING TO HAVE TO MAKE A CHOICE, MISTER --

--THE LADY OR THE SPIDER --

--AND EITHER WAY, YOU WON'T BE HAPPY WITH THE...

HUH?

IN THE IMMORTAL WORDS OF MONTY HALL, OL' BUDDY --

SURPRISE!!

ACTUALLY, "**SURPRISE**" WOULD SCARCELY **BEGIN** TO DESCRIBE PETER PARKER'S FEELINGS AT THE MOMENT.

OVERWHELMED, MIGHT BE MORE LIKE IT.

COMPLETELY **ASTONISHED**, PERHAPS.

OR MAYBE JUST TOTALLY **CONFUSED!**

WH-WH-WHAT HAVE YOU **DONE** TO THIS PLACE?

EVERY DAY IN EVERY WAY

LAST TIME I WAS **BY**, I NOTICED YOU DIDN'T HAVE ANY **FURNITURE**, PETE.*

SO GLORIA ORGANIZED A SPECIAL "**PLEASE-PROVIDE-FOR-PETER-PARKER'S-PAD**" PARTY.

EVERYBODY WAS ASKED TO BRING **ONE ITEM** THEY NO LONGER HAD ANY **USE** FOR.

*BACK IN **SPIDER-MAN*** 158.--LEN!

AND NOBODY HAD ANY USE FOR **BIG CHIEF DOWN-IN-THE-MOUTH** HERE?

YOU'RE **KIDDING.**

HEY, I LIKE THIS **CHAIR.**

HAS A REAL **LIVED-IN** LOOK.

ER... SOMEBODY WANNA HELP ME **OUT** OF THIS THING?

AND **HERE**, OF COURSE, WE HAVE THE INEVITABLE **FIVE TOASTERS.**

WHAT WOULD A HOUSE-WARMING PARTY BE **WITHOUT** THEM?

LISTEN, ACE-- YOU'RE **LUCKY.** TWO OF 'EM ACTUALLY **WORK.**

REALLY? MS. GRANT, I'M TRULY **TOUCHED.**

ME AN' THE MISTER FOUND THIS **SAIL-FISH** DOWN INNA BASEMENT. GUY NAME'A **POLANSKI** LEFT IT INSTEAD'A THE **RENT** BACK IN '58.

WE FIGURED YA'D LIKE TA **HAVE** IT, KID.

MRS. MUGGINS, YOU ARE **ONE-OF-A-KIND.**

AND SHE'S NOT THE **ONLY** ONE, TIGER.

AH-- **HI**, MARY JANE.

I STOPPED BY YOUR *PLACE* EARLIER, PRETTY LADY-- WANTED TO *TALK* TO YOU.

WHAT *ABOUT*, PETEY?

COLA

ABOUT *US*, MOSTLY. I THOUGHT MAYBE YOU AND I SHOULD *DISCUSS* OUR...

WANT A *SODA*, FLASH?

YEAH... *THANKS.*

COLA

ER--MJ, WHY DON'T WE *SIT DOWN*?

MIND IF I *JOIN* YOU, GUYS?

NOT AT ALL, FLASH. GRAB A *SEAT.*

EVERY DAY EVERY AY AM TE T

BUT, I...ÁH...

LOOK, MARY JANE, I WANT TO...OH, EXCUSE *ME!*

DIDN'T MEAN TO PUT MY ARM WHERE IT DIDN'T *BELONG!*

I DON'T THINK I CAN TAKE MUCH *MORE* OF THIS.

EVERY DAY IN EVER WAY I AM GETTING BE TER TER

HEY, SOMETHING *WRONG*, PETE? YOU LOOK LIKE SOMEONE PUT A *BURR* UNDER YOUR SADDLE.

IRRITATED? *ME?*

NOW WHAT IN THE WORLD EVER GAVE YOU *THAT* IDEA?

P-PETER?

HEY, PETER--WHAT ARE YOU DOING IN *HERE*?

ROBBIE-- DON'T *ASK!*

UH-OH. SOUNDS LIKE SOMEONE'S HAVING HASSLES WITH HIS *LOVELIFE.*

PETER, TAKE THE ADVICE OF AN OLD AND WORLDLY-WISE *CITY EDITOR*-- AND DON'T *PRESSURE* YOURSELF.

I GUARANTEE YOU-- THINGS WILL WORK THEMSELVES *OUT.*

LIFE IS FAR TOO *SHORT* TO WASTE TIME *WORRYING*, PETER--!

PETER?

POOR ROBBIE WAS ONLY TRYING TO **HELP**-- BUT THIS IS SOMETHING I'VE GOT TO **RESOLVE** FOR MYSELF.

MY **LOVELIFE!** WHAT A **JOKE!** I NEVER **HAVE** HAD MUCH LUCK WITH THE **OPPOSITE SEX**, HAVE I?

BETTY BRANT IS MARRIED TO NED LEEDS AND LIVING IN **PARIS** NOW.

GWEN STACY IS MANY MONTHS **DEAD**, MURDERED BY THE **GREEN GOBLIN.**

AND **MARY JANE WATSON** IS... IS... IS **WHAT?**

JUST EXACTLY WHAT **IS** OUR RELATIONSHIP, ANYWAY?

HOW DOES MJ **FEEL** ABOUT ME... AND MORE IMPORTANTLY, HOW DO **I** FEEL ABOUT **HER?** ARE WE REALLY **RIGHT** FOR... **EH?**

SOMEBODY **ELSE** HAS COME UP ON THE ROOF!

MAYBE MARY JANE FINALLY **NOTICED** MY ABSENCE AND CAME **LOOKING** FOR ME--

--IN WHICH CASE, THIS IS THE PERFECT TIME AND PLACE FOR US TO **DISCUSS** OUR...

OH.

SOMEHOW, IT'S REALLY **PEACEFUL** UP HERE... ISN'T IT, LIZ?

IT'S PEACEFUL FOR ME **ANYWHERE**, HARRY... SO LONG AS I'M WITH **YOU.**

HUNH-- LOOKS LIKE THINGS ARE A LOT MORE **SERIOUS** BETWEEN LIZ ALLEN AND HARRY OSBORN THAN I'D **THOUGHT.**

WELL, GOOD FOR **THEM!** AFTER WHAT THEY'VE EACH **BEEN THRU**, THEY DESERVE ALL THE **HAPPINESS** THEY CAN FIND.

IT'S NICE TO KNOW THINGS ARE WORKING THEMSELVES OUT FOR **SOMEONE!**

MAYBE ROBBIE WAS **RIGHT**, AFTER ALL.

THE NEXT 24 HOURS ARE RATHER **HECTIC** ONES FOR OUR WALL-CRAWLING WONDER, BUT WHEN THE SUN **SETS** ONCE MORE ON THE UNPLEASANTLY-POLLUTED ISLE OF **MANHATTAN**...

BROTHER, IT HAS BEEN ONE **HECK** OF A DAY! FIRST, ALL THAT CRAZINESS WITH MAYOR BEAME AND THE **TARANTULA***--

--AND THEN ALL THE TIME I SPENT AS **PETER PARKER**, CHECKING WITH **CON EDISON** TO FIND OUT IF ANYONE HAS BEEN USING AN **UNUSUAL** AMOUNT OF **ELECTRICITY** LATELY.

*AS DRAMATICALLY DISPLAYED IN ALL ITS GLORY IN THE FIRST ACTION-PACKED ISSUE OF **PETER PARKER, THE SPECTACULAR SPIDER-MAN**, ON SALE ALMOST EVEN AS WE SPEAK. --LEN.

FROM WHAT I COULD TELL AT A **GLANCE**, THAT MECHANISM THOSE HIJACKING COPTER-JOCKIES STOLE REQUIRES A GREAT DEAL OF ENERGY TO **ACTIVATE** IT--

--AND THE ONLY PLACE THAT APPEARS TO HAVE BEEN USING MORE **POWER** THAN IT SHOULD NEED IS THIS SUPPOSEDLY UNUSED OLD **MOVIE STUDIO** OVER IN THE WEST 50'S!

WHOEVER IS **BEHIND** THAT GANG ISN'T REALLY VERY **BRIGHT**--

--USING THAT MUCH ENERGY BROUGHT ME HERE LIKE THE **MOTH** TO THE PROVERBIAL **FLAME!**

UNLESS, OF COURSE, THEY REALLY **WANTED** ME TO COME HERE--

--AND UNFORTUNATELY, THERE'S ONLY **ONE** WAY TO FIND THAT OUT FOR **SURE!**

AHA, HE SAYS, GRINNING TRIUMPHANTLY-- A LIGHT UNDER THAT DOOR--!

THE ONLY WAY TO DISCOVER WHAT'S BEHIND IT IS TO OPEN IT--

--BUT SINCE MY SPIDER-SENSE STARTS TINGLING WHEN I REACH FOR THIS DOORKNOB--

--I THINK I'LL AVOID THE OBVIOUS--

WRAKK!

--AND IMPROVISE!!

HMMMM... NO MACHINE-GUN FIRE...

...NO HURTLING KNIVES...

...NO NUCLEAR EXPLOSIONS...

...JUST SOME OLD, LEFT-OVER OFFICE FURNITURE!

LOOKS LIKE MY SPIDER-SENSE WAS WRONG! THAT DESK AND CHAIR CAN'T BE MUCH OF A THREAT TO ME--

--BUT MAYBE THEY CAN PROVIDE ME WITH SOME SORT OF CLUE--!

I'LL JUST TIPPY-TOE ACROSS THE-ROOM AND--

CLANGG!

CRIPES! STEEL SLABS ARE SLIDING DOWN-- SEALING ALL THE EXITS--!!

WELCOME, SPIDER-MAN! I'VE BEEN EXPECTING YOU FOR QUITE SOME TIME!

FOR A WHILE, I WAS AFRAID YOU WOULDN'T FIND YOUR WAY HERE-- DESPITE THE MULTITUDE OF CLUES I LEFT TRAILING BEHIND ME!

THAT VOICE--! I SHOULD HAVE KNOWN--!

INDEED, YOU SHOULD HAVE, WALL-CRAWLER! AFTER ALL, NO ONE CAN EASILY FORGET-- THE KINGPIN!

AND, BELIEVE ME, KINGIE-- I'VE TRIED!

SO--YOU'RE STILL AS *INSOLENT* AS EVER, I SEE!

GUESS IT JUST COMES *NATURALLY*, PUDGY-- LIKE BEING *LEFT-HANDED* OR...

YYEEOOW!!

ZZAKK!

WE'LL *SEE* HOW INSOLENT YOU *REMAIN*, WEB-SPINNER-- WHEN MY *CANE-BLASTER* PINS YOU TO THE *WALL!*

CRIPES! THESE ENERGY-BOLTS OF HIS WILL *SOUTHERN-FRY* ME--

ZOK!

--UNLESS I CAN PUT A *STOP* TO THEM--

PAK!

--WHICH IS WHY THE GOOD LORD GAVE ME *WEBBING*, I SUPPOSE!

THWIP

LITTLE *FOOL!* YOU DON'T REALLY EXPECT TO BLIND THE *KINGPIN* FOR LONG, DO YOU?

NOPE-- JUST LONG ENOUGH FOR ME TO GET MY HANDS ON YOUR NASTY LITTLE *BLASTER*, CHUBBINS--

--SO I CAN FEED YOU A HEAPING HELPING OF YOUR OWN SOUR *MEDICINE!*

I'M *WARNING* YOU, WALL-CRAWLER-- YOU'LL *REGRET* THIS!

NOT HALF AS MUCH AS *YOU* WILL, FAT... *HUH?*

I CAN'T MAKE THIS CRAZY THING *WORK!*

NATURALLY *NOT*, YOU MEDDLING MISCREANT! ONLY *I* CAN CONTROL THE DEVASTATING FORCE OF THE *CANE-BLASTER*...

...JUST AS I CONTROL THE MOST POWERFUL *PRIVATE ARMY* IN THE HISTORY OF *CRIME!*

HOLY SMOKE! WALL-TO-WALL *GUNSELS*-- HIDING BEHIND THAT *CURTAIN*--!

YA WANT US TA *WASTE* 'IM NOW, BOSS?

NO! I WANT ALL OF YOU TO KEEP *OUT* OF THIS!

DO YOU *SEE*, SPIDER-MAN?

WITH BUT *ONE WORD*, I COULD HAVE YOU *SLAUGHTERED* BEFORE MY EYES--

--BUT THAT WOULD BE FAR TOO *SIMPLE*--

--FAR TOO *PAINLESS* AN END FOR YOU!

AND I WANT THE PLEASURE OF FINISHING YOU WITH MY *BARE HANDS!!*

KROOM!

UUHHNN... I'D FORGOTTEN HOW *FAST* THIS OVERGROWN MASS OF MUSCLE CAN *MOVE!*

WITH HIS HENCHMEN *COVERING* ME, I COULDN'T ACT *QUICKLY* ENOUGH TO *AVOID* THAT HEAVY OAK *DESK!*

COME ON, SPIDER-MAN -- *GET UP!*

GET UP--SO I CAN KNOCK YOU *DOWN* AGAIN!

WOK!

THE CRISIS THAT FORCED ME TO *LURE* YOU HERE DEMANDS THAT I KEEP YOU *ALIVE*--

--BUT NOT NECESSARILY *UNDAMAGED!*

POW!

WOW-- WILL YA *LOOK* AT THAT?

MAN, I'D NEVER WANNA HAVE THE KINGPIN MAD AT *ME!*

MY *HEAD*-- SPINNING LIKE A *ROULETTE WHEEL*--! I'VE GOT TO... *EH?*

IF THAT CLODHOPPER *CONNECTS*, I'VE *HAD* IT!

BETTER WATCH WHERE YOU'RE *WALKING*, TUBBY!

WHOMH!

WHA--?!?

WE *SPIDERS* DON'T LIKE TO BE *STEPPED ON!*

OH, BY THE WAY, BUDDY-- THE *GOODYEAR* COMPANY IS LOOKING TO HAVE A *WORD* WITH YOU--!

SOMETHING ABOUT YOU *SWALLOWING* ONE OF THEIR *BLIMPS!*

BAH! NO ONE ELSE WOULD *DARE* MAKE JOKES ABOUT MY *WEIGHT*, INSECT!

--AND NOBODY CAN EVER TAKE THAT *FROM* ME!

I'VE SPENT A LIFETIME *TRANSFORMING* AN UNPOPULAR, BLUBBERY *CHILD* INTO THE SINGLE STRONGEST *CRIME-BOSS* THE WORLD HAS EVER KNOWN--

FRANKLY, CHUBBINS-- WHO WOULD *WANT* TO?

ENOUGH! YOU'VE *MOCKED* ME FOR THE *FINAL* TIME, SPIDER-MAN!

NOW WE'LL LEARN WHICH OF US IS TRULY THE *STRONGER*-- FOR WHEN IT COMES TO CONTESTS OF SHEER *POWER*--

--*THE KINGPIN NEVER LOSES!!*

INCREDIBLE! FOR ALL MY SPIDER-STRENGTH, I CAN'T EVEN BUDGE HIM!

HE'S GOT ME BRACED AT SUCH AN AWKWARD ANGLE, I CAN'T MAKE USE OF LEVERAGE

--AND WORSE YET, HIS RELENTLESS PRESSURE IS STARTING TO PAY OFF!

HE'S PUSHING ME CLEAN THRU THE WALL!

CRIPES! ONLY ONE CHANCE NOW--

--GOT TO USE THE KINGPIN'S OWN MOMENTUM AGAINST HIM--

WRUNCH!

--SO THAT I WIND UP ON TOP WHEN WE STOP TUMBLING--

--LIKE SO!

OKAY, TUBBY, YOU'VE HAD YOUR LITTLE CONTEST--

--AND ALL YOU'VE PROVEN IS HOW PUSHY YOU ARE!

BROK!

WELL, YOU CAN ONLY PUSH SO FAR, KINGIE-- BEFORE SOMEBODY STARTS PUSHING BACK!

CHUDD!

AND NOW I'M GOING TO... NO!

HE'S GASSED ME... WITH HIS TRICK... TIE-PIN...

HA HA HA HA

FOR A TIME, THE WEB-SLINGER FLOATS IN BILLOWING CLOUDS OF **DARKNESS**, THEN THE MUFFLED SOUNDS OF **ACTIVITY** PROBE THRU THE BLACK THAT SURROUNDS HIM--AND DRAW HIM RELUCTANTLY BACK TO THE **LIGHT**...

"WELCOME BACK TO THE WORLD OF THE **AWARE**, SPIDER-MAN.

"I HOPE YOU DON'T MIND THE **HANDS** AT YOUR TEMPLES.

"THEY'RE JUST THERE TO MAKE CERTAIN THAT THE **WIRING** IS PROPERLY **ATTACHED**.

"AFTER ALL, WE WOULDN'T WANT ANYTHING TO GO **WRONG** NOW!"

SPEAK FOR **YOURSELF**, LARD-BUTT!

WHY IN BLAZES HAVE YOU **STRAPPED** ME TO THIS CRAZY GIZMO **ANYWAY**?

TAKE A LOOK AT THE STILL FORM LYING **BESIDE** YOU, WALL-CRAWLER--AND PERHAPS YOU'LL **UNDERSTAND**!

YOU SEE, WE ARE GOING TO **STEAL** THAT WHICH IS MOST **DEAR** TO YOU-- SO THAT **HE** MIGHT LIVE **AGAIN**!

IN JUST ONE **MOMENT**, SPIDER-MAN-- **WE ARE GOING TO STEAL YOUR LIFE**!

NEXT ISSUE:

SEE SPIDER-MAN LITERALLY **DYING** ON HIS FEET! SEE THE DRAMATIC RETURN OF DR. **CURT CONNERS**! SEE A BLAZING **BATTLE ROYAL** IN THE BROOKLYN NAVY YARDS! SEE **ACTION** LIKE YOU'VE NEVER SEEN BEFORE IN THE THRILLER WE HAD TO CALL...

DEADLINE!

BE HERE!

SPIDER-MAN

MARVEL COMICS GROUP™

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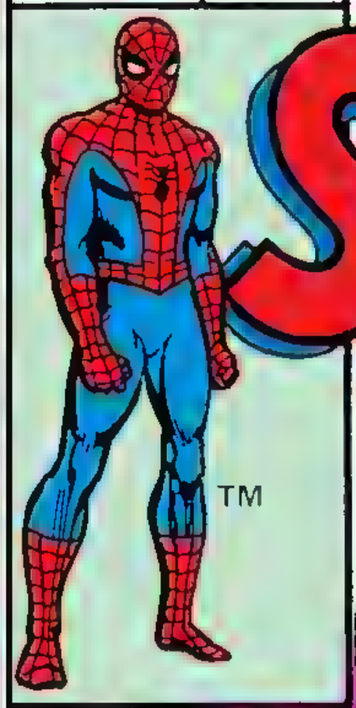
the AMAZING SPIDER-MAN®



PLEADING WON'T HELP YOU, WEB-SLINGER! WITHIN SECONDS, YOU'LL BE DEAD!

AND THERE'S NOTHING YOU CAN DO TO PREVENT IT!

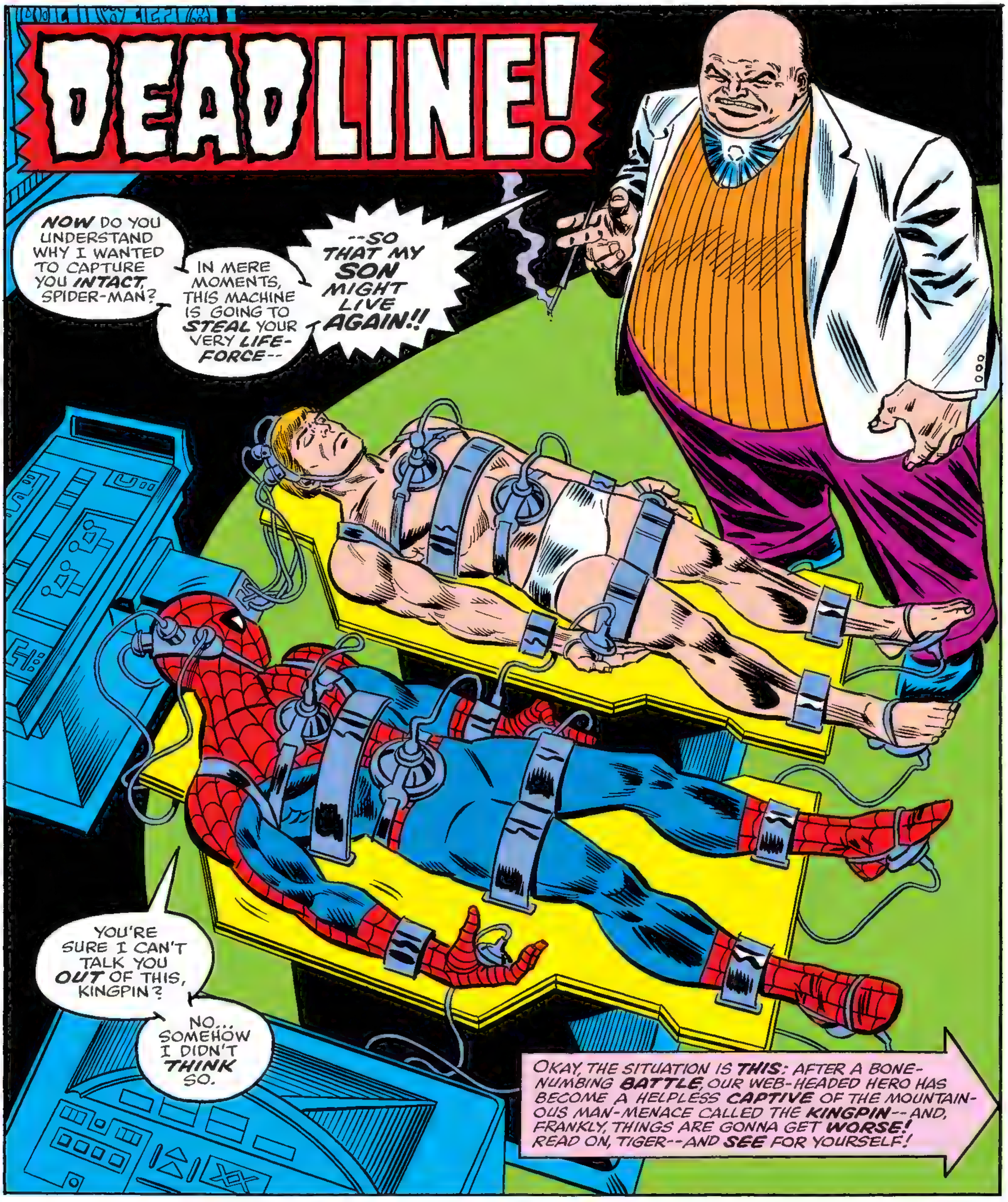
THE FINAL HOUR!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

LEN WEIN WRITER/EDITOR * ROSS ANDRU ILLUSTRATOR * MIKE ESPOSITO EMBELLISHER * GLYNIS WEIN COLORIST * JOE R. & JOHN C. LETTERERS

DEADLINE!



THE LAST TIME I **SAW** YOU, PUDGY, YOU WERE HOPELESSLY **CATATONIC**--

--HAVING DISCOVERED YOUR PRECIOUS **SON** WAS THE MYSTERIOUS **SCHEMER**, WHO WAS TRYING TO **DESTROY** YOUR EMPIRE!*

*BACK IN **SPIDER-MAN** #85. --LEN.

HOW'D HE END UP LIKE **THIS**?

RICHARD **REPENTED**, INSECT-- AND, HOPING TO MAKE ME **PROUD** OF HIM, HE REORGANIZED THE CRIME CARTEL CALLED **HYDRA!**

I REGAINED MY **SENSES**--ONLY TO LEARN RICHARD HAD MERELY BEEN A **DUPE** OF THE MALEVOLENT **RED SKULL!**

"THE SKULL HAD **USED** MY SON AND HYDRA TO HELP ACTIVATE THE FIFTH AND FINAL **SLEEPER**-- AND IT WAS UP TO **ME** TO STOP HIM!

"I LED MY ENTIRE **MOB** AGAINST THAT MECHANICAL MONSTER--

"--WHILE **CAPTAIN AMERICA** AND THE **FALCON** MADE USE OF MY DIVERSION TO FINISH OFF THE **SKULL** HIMSELF!

"BUT NO BATTLE IS WITHOUT ITS **CASUAL-TIES**--AND I WAS NEVER MORE **PROUD** OF MY SON THAN WHEN I HELD HIM **DYING** IN MY ARMS!"

HOLD YOUR **GROUND**, YOU FOOLS-- AND **FIGHT!**

*THE PRECEDING **FLASHBACKS** BROUGHT TO YOU COURTESY OF **CAPTAIN AMERICA** *148. --LEN AGAIN.

MY RESOURCES ARE **BOUNDLESS**, SPIDER-MAN-- AND AT MY COMMAND, RICHARD WAS PLACED IN **CRYOGENIC SUSPENDED ANIMATION**, UNTIL SUCH TIME AS I COULD **SAVE** HIM...

...AND NOW THAT TIME HAS **COME!**

BUT YOU STILL HAVEN'T TOLD ME WHY **I'M** THE LUCKY **VICTIM!**

FRANKLY, WEB-SLINGER-- DOES IT REALLY **MATTER** NOW?

BEFORE THAT SWITCH IS THROWN, MY HUSBAND--I BEG YOU TO *RECONSIDER*.

EH? *VANESSA*?!?

I TOLD YOU NOT TO *DISTURB* ME UNTIL I WAS *DONE* HERE!

RICHARD IS *MY* SON AS WELL, BELOVED. I AM ENTITLED TO *SPEAK* ON HIS BEHALF.

AND ARE YOU SO CERTAIN HE *WANTS* TO BE REVIVED-- IF THE *COST* OF HIS REVIVAL IS SOMEONE ELSE'S *LIFE*?

THE LADY'S TALKING *SENSE*, KINGIE-- *LISTEN* TO HER!

BAH! I *KNOW* MY SON!

HE *WOULD* WANT HIS LIFE RETURNED... AT *ANY* COST!

THEN THERE IS NOTHING MORE TO BE *SAID*.

NOTHING *AT ALL*, I'M AFRAID.

OH, COME ON--SAY *ANYTHING*! I'M NOT *PARTICULAR*!

YOU *READY* NOW, BOSS?

YES, NUMBER 12! THIS MOMENT IS ALL I HAVE *LIVED* FOR--FOR FAR *TOO LONG* A TIME!

ACTIVATE THE *VITA-DRAIN*-- *NOW*!!

YES *SIR*!

CLIK!

AND THE JOLT THAT PROCEEDS TO *SCRAMBLE* THE WEB-SLINGER'S INSIDES IS *EX-CRUCIATING* BEYOND WORDS!

ELECTRODES CONNECTED TO SPIDER-MAN'S BODY SIPHON AWAY HIS VERY LIFE-FORCE--

--SENDING THOSE LIVING ENERGIES COURSING THRU THE BIZARRE MECHANISM CALLED THE VITA-DRAIN--

--AND INTO THE WAITING BODY OF THE KINGPIN'S COMATOSE SON!

FOR SEVERAL INTERMINABLE MOMENTS, THE YOUNG MAN ABSORBS THE STAMINA AND VITALITY THAT HAD ONCE BELONGED TO HIS FATHER'S GREATEST FOE--

--THEN HIS EYES ABRUPTLY SNAP OPEN--

--AND HE SITS BOLT UPRIGHT ON THE OPERATING PLATFORM!

RICHARD? A-ARE YOU TRULY YOURSELF ONCE MORE?

M-MOTHER? WH-WHAT ARE YOU DOING HERE?

WH-WHERE AM I?

YOU'RE HOME, RICHARD... HOME.

B-BUT THE LAST THING I REMEMBER IS HELPING FATHER BATTLE THE RED SKULL'S SLEEPER, AND THEN...

AND THEN, MY MIND IS BLANK... UNTIL I SAW YOU!

YOU'VE BEEN A SLEEPER OF SORTS YOURSELF, RICHARD.

BUT WITH THE UNWILLING HELP OF THE ONE CALLED SPIDER-MAN, YOU ARE ONCE AGAIN WHOLE!

S-SPIDER-MAN? I--I DON'T UNDERSTAND--!

TRUST ME, RICHARD-- IT IS NOTHING THAT NEED CONCERN YOU NOW.

AT THE MOMENT, YOU AND I HAVE OTHER THINGS TO TALK ABOUT.

COME... MY SON.

AND ACROSS THE ROOM, THE MAN RESPONSIBLE FOR RICHARD'S REMARKABLE RESURRECTION STANDS ALONE... AND ALL BUT FORGOTTEN.

NOW, INSECT, AS FOR *YOU*...

HUH? TH-THE STRAPS ARE *RETRACTING*--SETTING ME *FREE*--!?!

NATURALLY--SINCE YOU ARE NO FURTHER *USE* TO ME!

IN THE BEGINNING YOU WERE QUITE A *NUISANCE*, WALL-CRAWLER... CAPTURING MY MAN *PAINE**... PREVENTING THE *SANDMAN* FROM STEALING THAT *CRYOGENIC CONVERTER***...

...BUT, IN THE *END*, YOU MORE THAN MADE *AMENDS*!

WHAT I'M GOING TO MAKE, CHUCKLES, IS A *MESS*--

--OF YOUR PUDGY LITTLE *FACE*!

APPARENTLY YOU HAVEN'T *REALIZED* IT YET, WEB-SLINGER--

* IN *SPIDER-MAN* #153.
** IN *SPIDER-MAN* #154. --LEN.

SWAK!

--BUT YOUR FACE-MESSING DAYS ARE *OVER*!

UUNNGHH... F-FEEL SO *WEAK*...

AS WELL YOU *SHOULD*!

WITH YOUR LIFE-FORCE *DRAINED*, YOU ARE LIKE A DYING *BATTERY*, LITTLE MAN--SUSTAINED BY A FEW FINAL *SPARKS*!

BEFORE THE ENERGY-TRANSFER, MY SON RICHARD HAD LESS THAN *SIX HOURS* LEFT TO *LIVE*!

I THINK I CAN SAFELY SAY THAT'S ABOUT ALL THAT *YOU* HAVE LEFT NOW--BEFORE YOU BURN YOURSELF OUT *COMPLETELY*!

NOW GET THAT GARBAGE OUT OF MY *SIGHT*--AND *DUMP* HIM SOMEWHERE!

I HAVE MORE *IMPORTANT* THINGS TO ATTEND TO!

SHORTLY...

LAND SAKES, WHAT...?

EMMA, SOMEBODY JUST *THREW* SOMETHING OUT OF THAT *CAR!*

WELL, I *NEVER--!* IT'S THAT *SPIDER-MAN* PERSON--AS *DRUNK* AS A HEATHEN ON HOLIDAY!

I TELL YOU, EMMA-- J. JONAH JAMESON IS *RIGHT* ABOUT THAT MAN!

G-GOTTA GET TO MY *FEET...* T-TRY TO MAKE IT *HOME...*

ISN'T THAT *DISGUSTING?* STAGGERING AROUND LIKE THAT--MAKING A *PUBLIC DISPLAY* OF HIMSELF!

SIMPLY *SHOCKING!*

BUT, PRUNIE-- THAT *TRUCK!* HE'S FALLEN RIGHT IN *FRONT* OF IT--!

MERCIFUL HEAVENS!

IT'S THE WAGES OF *SIN,* EMMA-- BEING *EXACTED* RIGHT BEFORE OUR VERY *EYES!*

THERE'S A *LESSON* TO BE LEARNED FROM THIS, EMMA!

BUT THAT POOR *MAN!* NO ONE SHOULD GO TO MEET HIS *MAKER* LIKE... *EH?*

H-HE'S *GONE!* BUT *WHERE--?!?*

FOR THE ANSWER TO THAT, WE'LL HAVE TO CHECK THE NARROW ALLEY BESIDE PETER PARKER'S CHELSEA APARTMENT, SEVERAL MINUTES LATER...

GRABBED THAT TRUCK'S BUMPER BY *REFLEX* ALONE...

...BUT THE AMOUNT OF *ENERGY* IT TOOK TO *HANG ON...*

...AND THE *STRENGTH* IT'S TAKEN ME TO CLIMB THIS *WALL...*

...HAVE JUST ABOUT *FINISHED* ME!

WHUMP!

NO! H-HAVE TO KEEP GOING... HAVE TO FIGURE SOME WAY OUT OF THIS MESS.

C-CAN'T GIVE UP... TOO MANY PEOPLE DEPEND ON ME... AUNT MAY... MARY JANE...

BRRANG

HUH? TH-THE DOORBELL--! BETTER PULL MYSELF TOGETHER...

HI, NEIGHBOR. JUST THOUGHT I'D STOP BY TO SEE HOW YOU LIKE YOUR NEW FURNISHINGS.

OH, H-HI, GLORY.

HEY, YOU ALL RIGHT, ACE?

I-IT'S NOTHING, MS. GRANT... JUST A L-LITTLE STOMACH-ACHE!

YEAH, SURE IT IS-- LIKE THE CHICAGO FIRE WAS JUST A LITTLE BARBEQUE!

C'MON, MISTER PARKER--LET'S GET YOU TO BED!

N-NO, I'M OKAY, GLORY. I-I'M FINE.

OBSTINATE DUDE, AIN'T YOU?

HERE--BETTER WRAP YOURSELF IN THIS BLANKET BEFORE YOU CATCH YOUR DEATH!

I-I'M AFRAID I ALREADY HAVE.

SAY WHAT?

N-NOTHING, GLORY... FORGET IT.

I'M GONNA GO FIND A DOCTOR, PETE. YOU JUST STAY RIGHT WHERE YOU ARE TILL I GET BACK!

SORRY, MS. GRANT... BUT I CAN'T AFFORD THE TIME.

I DO NEED A D-DOCTOR... DESPER-ATELY...

... BUT TH-THERE'S ONLY ONE DOCTOR IN ALL THE W-WORLD... WHO CAN HELP AN AILING SPIDER-MAN!

THUS, SHORTLY, IN THE MID-MANHATTAN LABORATORY-APARTMENT OF DR. CURTIS CONNORS...

BING BONG

EH? NOW WHO IN BLAZES COULD THAT BE AT THIS HOUR?

YES? WHO IS IT...?

SPIDER-MAN?!?

H-HI, DOC. S-SORRY TO... DROP IN ON YOU... LIKE THIS...

GOOD LORD, MAN--WHAT'S HAPPENED TO YOU?

AND AFTER OUR HAPLESS HERO HAS RECOUNTED HIS SORROWFUL TALE...

THAT HIGH-PROTEIN EXTRACT SHOULD HELP A LITTLE, THEN, WHEN YOU'RE READY, WE'LL TRY SOMETHING MORE EXTREME!

DOC... I'LL NEVER BE READ-IER!

VERY WELL THEN... I DESIGNED THIS ENERVATOR TO AID ME IN MY CELL-REGENERATION EXPERIMENTATION.

WITH ANY LUCK, IT WILL HELP TO REKINDLE THE FADING LIFE-SPARK WITHIN YOU AS WELL!

COULD YOU DO ME A FAVOR, DOC--AND LEAVE LUCK OUT OF THIS?

THAT LITTLE LADY AND I AREN'T USUALLY ON SPEAKING TERMS.

WELL, MY FRIEND-- WHAT'S THE VERDICT? DO YOU FEEL ANY IMPROVEMENT?

I... I FEEL STRONGER... I THINK.

CAN YOU GIVE THIS GIZMO MORE JUICE, DOC?

I'M PUSHING IT CLOSE TO ITS LIMITS NOW, WEB-SLINGER.

BUT IF YOU THINK IT WILL HELP--!

BELIEVE ME, DOC... IT COULDN'T HURT!

FIK!

KWHOOM!

LORD-- NO!

DOC CONNORS--!!

AARRGGHH!!

ARE YOU ALL RIGHT, DOC? ARE YOU HURT?

THAT EXPLO-SION--!

ONLY SHOOK ME UP A TRIFLE, IS ALL! I'M FINE--

--BUT I'M AFRAID WE'LL HAVE TO FIND ANOTHER WAY TO HELP YOU NOW!

ALL I HAVE TO DO IS GET CLOSE ENOUGH TO KINGIE'S KID TO ZAP HIM WITH THIS LITTLE SUCTION-HARPOON--

--AND THIS THING WILL REVERSE THE ENERGY-FLOW AND RETURN MY STOLEN LIFE-FORCE TO ME...

THWIP!

...WE HOPE.

I'VE BEEN WORKING ON THIS SPECIAL TASER DEVICE FOR THE AUTHORITIES.

IT FIRES AN ELECTRIFIED BARB, DESIGNED TO STUN A FLEEING FELON RATHER THAN SLAY HIM!

FROM WHAT YOU'VE TOLD ME OF THAT VITA-DRAIN MACHINE, THIS MIGHT JUST WORK TO COUNTERACT IT!

WELL, IF IT DOESN'T WORK--AND SOON--I WON'T BE AROUND TO REGRET IT!

I'VE GOT LESS THAN TWO HOURS LEFT BEFORE MY TIME RUNS OUT PERM-ANENTLY--SO I'D BETTER START PUTTING IT TO USE!

HEY, ON THE OFF-CHANCE I--AH--DON'T MAKE IT BACK, DOC... WELL, I JUST WANT TO SAY THANKS ...FOR EVERYTHING.

WITH THE PROPER MODIFICATIONS, I MAY BE ABLE TO TURN THIS INTO A SIPHONING MECHANISM--

AND THEN...

THERE! YOU CAN WEAR THIS UNDER YOUR GLOVE-- AND WITH THESE SPECIAL SOLEN-OIDS IMPLANTED IN YOUR FLESH, YOU'RE ALL SET!

YOU'VE BEEN A TRUE FRIEND, IN EVERY SENSE OF THE WORD-- AND I WON'T FORGET IT.

BUT BEHIND THE HIGH-SWINGING WEB-SPINNER, DR. CURT CONNORS SHUDDERS VIOLENTLY--

--THEN STAGGERS BACK ACROSS THE LABORATORY, TO CLEAN UP THE EXPLOSION'S DEBRIS.

TIME PASSES ALL TOO **QUICKLY**, EVERY TICK OF THE CLOCK BRINGING THE WEARY WEB-SLINGER A HEARTBEAT **CLOSER** TO AN INEVITABLE RENDEZVOUS WITH **DEATH**.

I...I WAS **AFRAID** OF THIS! THAT **BOOST** THE DOC'S **ENERVATOR** GAVE ME IS **WEARING OFF**...

...BUT I'VE GOT TO KEEP **GOING!**

HE TRIES NOT TO **THINK** ABOUT IT, ALLOWING ONLY HIS **QUEST** TO CONCERN HIM. THE **BOROUGHS** FLY BENEATH HIM... MANHATTAN... THE BRONX...STATEN ISLAND ...HE SCOURS THEM ALL, BUT FINDS NO **TRACE** OF THOSE HE SEEKS.

SINCE THE KINGPIN'S SON IS RUNNING AROUND WITH **MY** LIFE-FORCE, I KNEW MY **SPIDER-SENSE** WOULD ZERO IN ON HIM IF I JUST GOT **CLOSE** ENOUGH...

...AND THAT **TINGLE** I FEEL SAYS HE'S **HERE**... IN THE **BROOKLYN NAVY YARD!**

DAVE'S TRUCKING

THAT UNCONSCIOUS **GUARD** DOWN THERE ON THE DOCK **CLINCHES** IT!

ALL I HAVE TO DO **NOW** IS... STAY **CONSCIOUS** LONG ENOUGH TO **FIND** LITTLE RICHARD!

LESS THAN **THIRTY MINUTES** REMAIN BEFORE THE FATEFUL **DEADLINE**, WHEN AT LAST, THE FRUSTRATED SPIDER-MAN SWINGS PAST THE TOWERING LATTICEWORK OF THE **WILLIAMSBURG BRIDGE**...

THERE...TH-THAT **CAR**...!

IT'S **THEM**... IT **HAS** TO BE...!

CAN'T EVEN SEE STRAIGHT ANY MORE... CAN BARELY STAND UP...

...JUST WANT TO LIE DOWN... AND SLEEP...

...BUT IF I DO... I'LL NEVER WAKE UP...

...HAVE TO STAY ON MY FEET!

YOU HAVEN'T SAID TWO WORDS TO ME SINCE YOUR RECOVERY, RICHARD.

IS THERE SOMETHING WRONG, SON?

I JUST DON'T HAVE MUCH TO SAY! ANYTHING WRONG WITH THAT?

UH-OH...LOOKS LIKE A FAMILY SQUABBLE GOING ON...

HOPEFULLY...IT WILL KEEP THEM ALL OCCUPIED... TILL I CAN GET INTO PLACE...

DON'T BE SARCASTIC WITH ME, RICHARD! I'M YOUR FATHER! I DEMAND YOUR RESPECT!

YOU HAVE MY LOVE, DAD. ISN'T THAT ENOUGH?

C'MON, PUDGE-PUSS... MOVE IT! I CAN'T HANG ON MUCH LONGER...!

I JUST DON'T UNDERSTAND YOU, RICHARD.

THE ONLY REASON YOU'RE HERE RIGHT NOW--WALKING AND TALKING--IS BECAUSE OF ME!

DON'T YOU THINK YOU OWE ME ANY-THING FOR THAT?

I DIDN'T ASK YOU TO REVIVE ME, FATHER--

--AND NOW I'LL HAVE TO LIVE WITH A MAN'S DEATH ON MY CON-SCIENCE BECAUSE OF WHAT YOU'VE DONE!

CURSE YOU, BOY--IS THAT THE KIND OF GRATITUDE I GET FOR...

UUNNGHH!!

RICHARD?!?

THAK!

SORRY TO *INTERRUPT* YOUR CONVERSATION, KINGIE--

--BUT YOUR SON *BORROWED* SOMETHING NEAR AND DEAR TO ME, AND IT WAS TIME I TOOK IT *BACK!*

SPIDER-MAN!

DON'T *WORRY*, MY LOVE. YOUR *MEN* WILL HANDLE HIM!

I'VE GOT MORE *MUSCLE* POUND FOR POUND THAN ANY *OTHER* MAN ON EARTH, WEB-SLINGER!

I'M GOING TO BRING THIS BLASTED *SCAFFOLD* DOWN AROUND YOUR SCRAWNY *NECK!*

NO, YOU FOOLS--PUT YOUR WEAPONS *DOWN!*

THIS TIME, I'LL DEAL WITH THE WALL-CRAWLER *PERSONALLY!*

AND HE CAN *DO* IT, TOO--

--WITH HIS *EYES* CLOSED!

SKRAKKT!

AND THEN I'M GOING TO *BREAK* THAT NECK IN *TWO!*

STILL *WOOZY* FROM THE SUDDEN SURGE OF RETURNING *ENERGY!* I'D BETTER...

OOPS.

COME *DOWN* HERE, INSECT! *COME* DOWN--OR I'LL *KNOCK* YOU DOWN!

KRANG!

MY BODY STILL HASN'T COMPLETELY RETURNED TO *NORMAL!*

I'VE GOT TO KEEP *OUT* OF THE KINGPIN'S *WAY*--

--UNTIL I'M STRONG ENOUGH TO *FACE* HIM!

YOU'VE MURDERED MY *SON*, WALL-CRAWLER--THE ONLY THING I HELD *PRECIOUS*--

--AND NOW THERE IS *NOTHING* THAT WILL STOP ME FROM MURDERING *YOU!*

DOC CONNORS' *TASER* DEVICE ONLY KNOCKED HIS SON *UNCON-SCIOUS*--BUT PUDGY IS FAR TOO *FURIOUS* TO REALIZE THAT!

I CANNOT *REST* UNTIL SPIDER-MAN IS...

UUNNFF!!

WHUDD!

NOT EXACTLY *LIGHT ON YOUR FEET*, ARE YOU, CHUBBINS?

CRIPES! HE CLIMBING THIS DERRICK LIKE A TWO-LEGGED *LOCO-MOTIVE*--AND THERE IS DEFINITELY *BLOOD* IN HIS EYES!

WELL, IF I CAN'T *AVOID* HIM--I MAY AS WELL MEET HIM *HALFWAY!*

BUT I GUESS THAT'S *UNDER-STAND-ABLE!*

WITH YOUR *WAISTLINE*, YOU PROBABLY HAVEN'T *SEEN* YOUR FEET IN YEARS!

POW!

THOOM!

PLEASE, MY LOVE--BE *CARE-FUL!*

JUST KEEP *OUT* OUT OF THIS, VANESSA--AND THAT GOES FOR THE *REST* OF YOU AS WELL!

THIS IS SOMETHING I HAVE TO DO *ALONE!*

SHOOT, YOU DOLTS--BEFORE SPIDER-MAN CAN *INJURE* MY HUSBAND!

WHATEVER YOU *SAY*, MRS. K--BUT THE BOSS AIN'T GONNA *CIKE* IT!

I'M NOT EXACTLY FOND OF THE IDEA MYSELF!

THE WAY I'M FEELING, I COULD SLIP AT ANY SECOND--

SPAK-AK-A

--AND THEN THOSE MACHINE-GUN SLUGS WOULD TURN ME INTO A WEB-SLINGING SIEVE!

I'D BETTER GET OUT OF THE LINE OF FIRE WHILE I STILL CAN--

--AND THEN DECIDE HOW TO HANDLE FATBOY, BEFORE HE GETS...

YOU WILL NOT ESCAPE ME THAT EASILY, INSECT!

OBOY.

I HAVE SWORN TO SLAY YOU WITH MY BARE HANDS--

POW!

--AND THE KINGPIN ALWAYS KEEPS HIS WORD!!

I'LL SAY THIS MUCH FOR YOU, JUMBO-- YOU CERTAINLY TRY.

IN FACT, YOU'RE THE MOST TRYING PERSON I KNOW!

WHOK!

SHEESH-- YOU CAN TELL I'M NOT WELL! THAT PUN WAS ATROCIOUS!

BUT I'VE GOT TO KEEP UP THE BANTER-- AND KEEP THE KINGPIN OFF-BALANCE--

--UNTIL I'M IN POSITION TO DO-- THIS!!

THAMM!

UUNNFF!!

THAT BLOW WOULD HAVE FINISHED ANYONE ELSE, SPIDER-MAN--

--BUT MY BODY MERELY ABSORBED THE IMPACT-- AND TURNED MY PAIN TO FURY!

FACE IT, MISTER-- THE KINGPIN WILL BE THE DEATH OF YOU YET!!

NOT SO LONG AS I KEEP DUCKING, CHUBBINS--AND YOU DON'T!

THERE! MY TRUSTY WEBBING SHOULD HOLD YOU FOR A WHILE!

TWIP!

WRONG, INSECT! I'VE ALREADY TOLD YOU ONCE THAT THERE IS NOTHING THAT WILL PREVENT ME FROM GAINING MY REVENGE--

--AND NOW I'M GOING TO PROVE IT!

REVENGE FOR WHAT, MUSCLE-MIND? YOUR SON ISN'T DEAD-- AT LEAST, NOT YET!

BUT WHILE YOU'RE TRYING TO RENOVATE MY FACE, THERE'S A GOOD CHANCE HE'S GOING TO... CRIPES!

KINGPIN-- LOOK OUT BEHIND YOU--!

YOU WEB-HEADED FOOL! THAT'S THE SECOND OLDEST CLICHÉ IN THE...

EH?

GOT TO GET OUT OF THE WAY BEFORE...

NO! MY FOOT-- STILL WEBBED TO THE PLATFORM--!

THWOOM!

NOOOO!!

ONLY ONE CHANCE--THAT CROSSBEAM--!

CAUGHT IT--!

BUT HOW LONG CAN EVEN I HOLD ON?

GIVE ME YOUR HAND, KINGPIN! LET ME HELP YOU!

ACCEPT AID FROM THE MAN I HATE MOST IN ALL THE WORLD?

KRAK!

NEVER! I'D SOONER DIE--AND TAKE YOU WITH ME!

H-HE LET GO--AND HIS MASSIVE WEIGHT IS SPLINTERING THE PLATFORM AS HE FALLS!

KWA-

ROOM!

IT'S OVER, SPIDER-MAN!

AND IN MY WAY--I'VE WON!

LIKE TOY SOLDIERS TOPPLING FROM A MATCHSTICK MOUNTAIN, THE WEB-SLINGER AND HIS HULKING ADVERSARY PLUNGE INTO THE MURKISH WATERS...

--WHILE, ON SHORE, A COLDLY BEAUTIFUL WOMAN WATCHES WITH GLISTENING EYES--AND MOUTHES A SILENT PRAYER.

FOR A TIME, THE TWO FIGURES ARE LOST AMIDST THE TORRENT OF COLLAPSING WOOD AND METAL THAT ALL BUT SETS THE SEA TO BOILING--

--THEN, WHEN THE WATERS AT LAST HAVE CLEARED...

NO SIGN OF THE KINGPIN! HE MUST BE BURIED BENEATH ALL THAT WRECKAGE!

NOT MUCH OF A TOMB FOR A MAN WHO ONCE WAS CRIME-LORD OF NEW YORK CITY--

--BUT I GUESS IT'LL HAVE TO DO!

NOW MY ONLY PROBLEM IS HIS *WIFE* AND HIS...

THERE HE *IS*, MRS. K!

UH- OH.

DON'T *WORRY*, MA'AM--WE'LL MAKE HIM *PAY* FOR WHAT HE DID!

NO! PUT YOUR GUNS *AWAY!* THERE'S BEEN ENOUGH *DEATH* HERE... *MORE* THAN ENOUGH!

IT'S *FINISHED.*

THANKS, LADY. THIS HAS BEEN A *LONG ENOUGH* NIGHT AS IT IS.

DON'T *THANK* ME, SPIDER-MAN. IF I WERE NOT IN YOUR *DEBT*, YOU WOULD BE A COOLING *CORPSE* BY NOW.

WHAT--?

IT'S REALLY QUITE *SIMPLE*. YOU SEE, EVEN THOUGH YOU *RECLAIMED* IT, YOUR LIFE-FORCE BELONGED TO *RICHARD* LONG ENOUGH FOR IT TO *REJUVANATE* HIS DYING BODY.

YOU STOLE MY *HUSBAND* AWAY FROM ME TONIGHT, SPIDER-MAN--BUT YOU GAVE ME BACK MY *SON!*

I'M GLAD TO *HEAR* THAT, MRS. K.... *REALLY.*

WE'RE GOING *AWAY* NOW--TO FIND SOMEPLACE WHERE RICHARD CAN *RECUPERATE* IN PEACE--AND PERHAPS *FORGET* ALL THAT HAS HAPPENED TO HIM!

IF YOU ARE *WISE*, SPIDER-MAN--YOU WILL NOT CROSS MY PATH *AGAIN!*

THE WALL-CRAWLER DOES NOT MOVE AS THE SLEEK BLACK LIMOUSINE ROARS AWAY FROM HIM, TO BE LOST FAR IN THE DISTANCE.

IN FACT, HE STANDS ALONE FOR SEVERAL MINUTES--THEN HE SHAKES HIS HEAD SADLY, AND SWINGS OFF INTO THE DAWN.

NEXT ISSUE:

THE DINOSAUR MAN IS BACK FROM THE DEAD, AND NEITHER THE WEB-SLINGER--NOR DR. CURT CONNORS--MAY EVER BE THE SAME! BE HERE WHEN...

STEGRON STALKS THE STREETS!

SPIDER MAN

MARVEL® COMICS GROUP

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the AMAZING SPIDER-MAN®

TM

THE *DINOSAUR MAN* HAS RESTORED THESE SKELETONS TO *LIFE--!*

AND YOUR FRIENDLY NEIGHBORHOOD *WEB-SLINGER* IS GONNA BE THEIR FIRST *MEAL!!*

JR+I.G.

THERE'S MIND-BENDING MAYHEM IN STORE WHEN...

STEGRON STALKS THE CITY!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

STAN LEE PRESENTS: THE AMAZING SPIDER-MAN™

LEN WEIN — WRITER / EDITOR | ROSS ANDRU — ILLUSTRATOR | MIKE ESPOSITO — EMBELLISHER | GLYNIS WEIN — COLORIST | JOE ROSEN — LETTERER

HE WAS HEADING HOME WHEN HIS SPIDER-SENSE STARTED TINGLING LIKE A CHEAP ELECTRIC BLANKET, WHICH REALLY WOULDN'T BE ALL THAT UNUSUAL...

...EXCEPT THAT HE WAS SWINGING TWENTY STORIES ABOVE THE STREET WHEN IT OCCURED!

ALL OF WHICH IS MEANT TO EXPLAIN PRECISELY WHY EVERYBODY'S FAVORITE WEB-SPINNER IS PLUNGING THRU A FRAGILE SKYLIGHT AT THIS VERY MOMENT--THE REASON: PURE, UNADULTERATED CURIOSITY!

DIDN'T THAT IDIOT EVER HEAR HOW CURIOSITY KILLED THE CAT?

MAN, THIS PLACE LOOKS LIKE A MINOR CYCLONE HIT IT!

STEGRON STALKS THE CITY!

AND IT APPEARS WHOEVER IS ***RESPONSIBLE*** FOR SAID CYCLONE JUST WENT BARRELING THRU THOSE STILL-SWINGING ***DOORS!***

I REALLY DON'T KNOW WHAT'S ***GOING ON*** HERE--

--OR WHAT A FULLY-EQUIPPED ***LABORATORY*** IS DOING HIDDEN IN A RUN-DOWN ***APARTMENT BUILDING*** --

--BUT WHEN HAVE I EVER LET ***IGNORANCE*** STOP ME FROM BUTTING IN ***BEFORE?***

THUS THE CONQUERING HERO CHARGES BOLDLY INTO THE ***DARKNESS,*** INTO THE THICK OF THE ***FRAY*** --

*--WHERE HE PROMPTLY GETS KNOCKED ON HIS **BUTT!***

CURSSSE YOU, SSSPIDER-MAN-- THISSS ISSS NONE OF YOUR ***AFFAIR!***

WHOK!

HUH?

KEEP **OUT** OF IT!!

MISTER, YOUR ***BRUISING*** MY PRECIOUS LITTLE ***BOD*** LIKE THAT JUST ***MADE*** THIS MY AFFAIR--

--AND NO SINISTER ***TALLULAH BANK-HEAD*** WHISPER IS GOING TO STOP ME FROM ***CREAMING*** YOU!

NO? THEN PERHAPSSS ***THISSS*** WILL!!

UUNNFF!!

CHUDD!

CRIPES--THAT KICK TURNED MY GUTS INTO ***CREAM OF WHEAT***--

--BUT I CAN'T LET THAT FAST-FOOTED JOKER GET ***AWAY*** FROM ME!

HE'S RUN OUT OF SHADOWS TO *HIDE* BEHIND NOW--

--AND ONCE I LAY MY *HANDS* ON HIM, I'LL...

OOPS.

EX

HOLY JOE! IT'S-- SPIDER-MAN!?!

WELL, MAYBE HIS *SIDEKICK* GOT PAST US BEFORE WE COULD *GRAB* HIM--

--BUT THE *WEB-SLINGER* ISN'T GOING *ANYWHERE*--

--AT LEAST, NOT *STANDING UP!*

GUESS THAT EXPLAINS WHY THIS *LAB* IS HIDDEN HERE--

ZAK!

-- THIS IS A SECRET *SHIELD* INSTALLATION!

HATE TO HAVE TO *DO* THIS TO YOU, FELLAS-- BUT I'M ONE OF THE *GOOD GUYS!*

EXIT

THWIP!

IF YOU DON'T BELIEVE *ME*, JUST CHECK WITH YOUR BOSS-- *NICK FURY!* *

HEY--!?!

*SPIDEY MET THE HARD-BOILED DIRECTOR OF SHIELD BACK IN *MARVEL TEAM-UP* #13. -- LEN.

AND NOW, SINCE MY *COSTUME* DOESN'T NEED ANY NEW *HOLES* IN IT--

--AND SINCE MY SO-CALLED "*SIDEKICK*" IS PROBABLY HALFWAY TO *TIMBUKTU* AT THIS POINT--

--I THINK I'LL TAKE MY *LEAVE!*

SORRY ABOUT ALL THE *BROKEN GLASS*, FELLAS! DON'T *CUT* YOURSELVES NOW, HEAR?

AND THUS ENDS YET *ANOTHER* EXCITING EVENING OF FLAGRANT *SELF-ABUSE!*

WHY, OH *WHY*, DO I PERSIST IN STICKING MY WEB-COVERED *NOSE* IN WHERE IT'S LIABLE TO GET *CHOPPED OFF?*

AH WELL-- AT LEAST IT KEEPS LIFE FROM GETTING *DULL!*

ELSEWHERE: *IN THE MID-MANHATTAN LABORATORY-APARTMENT OF* ***DOCTOR CURTIS CONNORS...***

MARTHA...BILLY... YOU'RE BACK FROM SHOPPING ***EARLY.***

HERE, LET ME TURN THE TV ***OFF***-- AND LEND YOU A ***HAND.***

CLIK

DON'T ***BOTHER*** YOURSELF, DARLING-- ***WE*** CAN HANDLE THESE THINGS.

BESIDES, YOUR ***CHRISTMAS PRESENT*** IS IN HERE, DAD-- AND I DON'T WANT YOU TO ***PEEK.***

NO, I ***INSIST!*** AFTER ASKING YOU TWO TO LEAVE THE SUNNY CLIMES OF ***FLORIDA*** TO SPEND THE HOLIDAYS IN THE CHILLY ***BIG APPLE***, IT'S THE ***LEAST*** I CAN DO TO...

UUNNGGH!!

DAD--?!?

CURTIS, WHAT'S ***WRONG***? WHAT'S ***HAPPENED*** TO YOU, DARLING?

N-NOTHING, MARTHA. GUESS I'M STILL FEELING THE ***AFTER-EFFECTS*** OF THAT ***EXPLOSION*** A FEW DAYS BACK!

NOK NOK

EX... EXPLOSION?

I--I BLEW A ***GENERATOR*** WHILE I WAS SAVING SPIDER-MAN'S ***LIFE!****

*LAST ISH.-- LEN.

BUT WHY DIDN'T YOU ***TELL*** ME ABOUT THIS, CURT?

I DIDN'T WANT TO ***WORRY*** YOU. I ASSUMED THESE ***DIZZY SPELLS*** WOULD HAVE ***PASSED*** BY NOW.

KNOCK! KNOCK!

BUT IF THEY ***HAVEN'T***, THEN PERHAPS WE CAN... WE CAN...

BILLY, WILL YOU PLEASE ***ANSWER*** THAT DRATTED ***DOOR!***

AND TELL WHO-EVER IS THERE TO COME BACK ***LATER!***

SURE, MOM! BUT I ***DON'T*** THINK...

HOLY CROW!

THROOM!

IT ISSS MOSSST *INCONSSSIDERATE* TO KEEP YOUR VISSSITORS *WAITING* LIKE THAT, MRS. CONNORSSS!

I AM NOT A *PATIENT* PERSSSON!

IN FACT, I AM NOT A *PERSSSON* AT ALL!

WH-WHAT ARE YOU DOING WITH *BILLY*? YOU *MONSTER*-- LEAVE MY CHILD *ALONE!*

KEEP *AWAY* FROM ME, WOMAN! YOUR WHELP WILL NOT BE *HURT*--AT LEASSST, NOT *YET!*

PUT ME *DOWN*, YOU BIG *CREEP!*

YOU! Y-YOU'RE *ALIVE!?* BUT THAT'S *IMPOSSIBLE!*

NOT NEARLY ASSS IMPOSSSIBLE ASSS A *ONE-ARMED BIOLOGISSST* THINK-ING HIMSSSELF A *MATCH* FOR-- *SSSTEGRON, THE DINOSSSAUR MAN!*

SPAK!

UUNNGGH!

I COULD *SSSLAY* YOU WITH A SSSINGLE *BLOW*-- BUT I HAVE *NEED* OF YOU, CONNORSSS!

COUNT YOURSSSELF MOSSST *FORTUNATE* FOR THAT!

IN YOUR *LABORATORY*, YOU WILL FIND CERTAIN RECENTLY-SSSTOLEN *MATERIALSSS*-- PLUSSS DETAILED *INSTRUCTIONSSS* FOR THEIR USSSE!

YOU HAVE 48 HOURSSS TO *DO* ASSS THOSSSE INSSSTRUCTIONS *DEMAND*--OR I WILL *RETURN* YOUR SSSQUIRMING WHELP TO YOU *BONE-BY-BONE!*

DON'T *WORRY*, DAD! THIS UGLY BULLY DOESN'T SCARE *ME!*

BUT HE TERRIFIES *ME*, CURTIS!

THAT CREATURE HAS *KIDNAPPED* OUR SON, DARLING! WHAT ARE WE GOING TO *DO?*

THE ONLY THING WE *CAN* DO, MARTHA!

I'M GOING TO GO INTO MY *LAB*... READ THE *INSTRUCTIONS* WAITING THERE... AND GET TO *WORK!*

AND WHILE THE BATTERED BIOLOGIST STAGGERS TO HIS LAB, LET'S REJOIN THE WEB-SLINGING **STAR** OF THIS BOOK...

IS IT JUST **ME**, OR HAS LIFE REALLY **BEEN** TWICE AS HECTIC LATELY?

FIRST THE **KINGPIN**, THEN THE **TARANTULA**, AND **KRAVEN THE HUNTER***-- AND NOW HEAVEN-ONLY-KNOWS-**WHO!**

THE SUPER-VILLAINS' UNION MUST BE PAYING A FORTUNE IN **OVERTIME** TO ...

HEY, IF IT ISN'T **FLASH THOMPSON**-- EVERYBODY'S FAVORITE **CASANOVA!**

*AS SEEN IN THE PAST TWO ISSUES, PLUS THE FIRST FEW ISSUES OF **PETER PARKER, THE SPECTACULAR SPIDER-MAN**, RIGHT?--LEN.

MAYBE **NOW** ISN'T EXACTLY THE RIGHT TIME--BUT THERE'S SOMETHING I'VE JUST **GOT** TO GET OFF MY **CHEST!**

FLASH! HEY, THOMPSON-- **WAIT UP!** I WANT TO TALK TO YOU FOR A SECOND!

HI, PETE! I WAS JUST ON MY WAY OVER TO SEE **MARY JANE!**

WHAT'S **UP**, OL' BUDDY?

VAN HUDET'S

I'M UP, THOMPSON-- I'M **FED** UP--WITH YOU **CHASING AFTER** MY GIRL!

I WANT YOU TO **STOP** IT, MISTER--OR THERE'S GOING TO BE **TROUBLE** BETWEEN US!

BUT...

UH-**UH**--NO **BUTS!** I THOUGHT WE'D GOTTEN **OVER** OUR OLD HIGH SCHOOL **RIVALRY** WHEN I SHARED YOUR APARTMENT A WHILE BACK--

--BUT IF YOU WANT TO OPEN **OLD WOUNDS**, BUSTER--THEN, BELIEVE ME, YOU'RE ASKING FOR **GRIEF!**

YOU **DONE**, PARKER?

WHY?

BECAUSE I HAVE NO IDEA WHAT YOU'RE **TALKING** ABOUT, FELLA!

I THOUGHT MARY JANE WATSON WAS A **FREE AGENT**, PETE. AT LEAST, THAT'S THE WAY SHE MADE IT **SEEM** WHEN SHE SUGGESTED WE **GO OUT** TOGETHER.

HUH?

LISTEN, IF I HAD KNOWN THERE WAS STILL A **THING** BETWEEN YOU TWO, I WOULD NEVER HAVE **CUT IN!**

AFTER ALL, PETE-- YOU'RE MY **FRIEND**, AREN'T YA?

I **AM?**

YEAH... I GUESS I **AM!**

SHAKE, FLASH?

SURE, OL' BUDDY... WHY **NOT?**

NOW I THINK I'M GONNA GO HAVE A LITTLE **CHAT** WITH OUR DEAR MS. WATSON.

THIS IS **ONE** EX-SOLDIER WHO DISLIKES BEING PLAYED FOR A **CHUMP!**

CATCH YA **LATER**, PETE?

UH...YEAH... **SURE.**

IRT | IRT

DUMB, PARKER!

DUMB! **DUMB!!**

YOU HAVEN'T GOT ALL THAT MANY **FRIENDS**, MISTER-- THAT YOU CAN AFFORD TO WALK AROUND WITH A BOULDER-SIZED **CHIP** ON YOUR SHOULDER!

ELSEWHERE: IN THE ALMOST-DESERTED **SCIENCE WING** OF EMPIRE STATE UNIVERSITY...

BEFORE WE ***BEGIN***, MR. JAMESON, I WANT ONE THING ***UNDERSTOOD!***

I AM NOT NECESSARILY DOING THIS BECAUSE I ***BELIEVE*** SPIDER-MAN TO BE THE OVERWHELMING ***MENACE*** YOUR EDITORIALS PAINT HIM.

I'M DOING IT BECAUSE NOBODY HAS THE RIGHT TO ***FLAUNT*** THE LAW AS ***HE*** HAS-- AND FRANKLY, BECAUSE IT'S A ***CHALLENGE!***

WE ***CLEAR*** ON THAT POINT, MR. JAMESON?

COMPLETELY, DR. MADISON-- BUT YOU FAIL TO SEE ***MY*** POINT.

I DON'T MUCH CARE IF YOU'RE DOING THIS BECAUSE THE WEB-SLINGER'S COSTUME ***CLASHES*** WITH THE COLOR OF YOUR ***NAIL POLISH--***

--JUST SO LONG AS IT GETS ***DONE!***

AND ***PLEASE***, MY DEAR-- CALL ME ***JONAH!*** SINCE WE'RE GOING TO BE ***WORKING*** TOGETHER, WE MIGHT AS WELL--

EH?

WE MIGHT AS WELL GET ***STARTED...***

...JONAH.

IF YOU'RE HAVING ANY ***SECOND THOUGHTS***, MY FRIEND-- YOU'D BETTER TELL ME ***NOW!***

ONCE I PLACE THIS ***PSYCHO-CYBERNETIC HELMET*** ON YOUR HEAD, WE'RE ***COMMITTED!***

MARLA MY DEAR, I'VE THOUGHT OF VERY LITTLE ***BUT*** THIS FOR YEARS--

--AND I INTEND TO ***SAVOR*** EVERY MINUTE OF IT ***NOW!***

YOU REALLY DO ***HATE*** SPIDER-MAN, DON'T YOU?

JUST BECAUSE I'D LIKE TO SEE HIM SERVED UP ON A ***SILVER PLATTER*** WITH AN ***APPLE*** IN HIS MOUTH?

NOW WHATEVER GAVE YOU ***THAT*** IDEA?

MAYBE IT'S THE FACT MY ***READINGS*** GO CLEAR OFF THE BOARD EVERY TIME YOU EVEN ***THINK*** OF HIM.

*AND WHEN THE DELICATE TESTING IS FINALLY **DONE**...*

WELL, MARLA-- HOW DO WE ***STAND***? WILL THERE BE ANY ***PROBLEMS***?

NONE! BEFORE THE WEEK IS OUT, YOU'LL BE ABLE TO ***FACE*** SPIDER-MAN PRECISELY AS WE'VE PLANNED--

-- ***AND DEFEAT HIM!!***

NOW THAT'S THE ***CHEERIEST*** THING I'VE HEARD ALL DAY!

UNFORTUNATELY, WE HAVE TO **LEAVE** THE GLOATING J. JONAH JAMESON FOR THE NONCE--AND RETURN TO THE HARRIED **PETER PARKER**...

GLAD YOU COULD **MAKE** IT, MARY JANE.

I DIDN'T HAVE ANY-THING **ELSE** TO DO, TIGER.

WHAT? NO HEAVY DATE WITH **FLASH THOMPSON?** AMAZING!

PETER, THAT REALLY WAS **CRUEL!**

FLASH TOLD ME THAT YOU TWO HAD **TALKED**-- AND HE TOLD ME A FEW **OTHER** THINGS-- NOT ALL OF THEM VERY **POLITE!**

IT TOOK MORE **COURAGE** THAN I THOUGHT I **HAD** TO EVEN **SHOW UP** HERE TONIGHT.

HE TORE INTO YOU THAT **BADLY**, HUH?

I WISH I COULD BE MORE **SYMPATHETIC**, RED--

--BUT WHAT DID YOU **EXPECT** WHEN YOU STARTED PLAYING **GAMES** WITH PEOPLE'S **EMOTIONS?**

I NEVER THOUGHT OF IT AS A **GAME**, PETEY... NOT **REALLY.**

THEN WHAT **DID** YOU THINK YOU WERE DOING, LADY-- BESIDES CHURNING UP MY **GUTS?**

I...I JUST DON'T **KNOW.**

YOU DON'T KNOW A **LOT** OF THINGS-- **DO** YOU, MJ?

BUT THEN... NEITHER DO **I**, I GUESS.

WHAT **ARE** WE THESE DAYS, RED? **WHO** ARE WE?

I HONESTLY CAN'T **TELL** YOU, PETEY.

IT STARTED OUT SO **SIMPLY** BETWEEN US, TIGER. YOU HAD **LOST** GWEN STACY AND YOU NEEDED A **FRIEND**... SOMEONE TO **LEAN** ON.

BUT THEN YOU KISSED ME **GOOD-BYE** WHEN YOU WENT TO PARIS... AND SUDDENLY YOU WERE SOMETHING **MORE!**

I SUPPOSE I JUST DIDN'T KNOW HOW TO **HANDLE** A RELATIONSHIP LIKE THAT, PETER.

ALL MY LIFE I HAD BEEN HAPPY-GO-LUCKY **MARY JANE WATSON**, QUEEN OF THE SWINGING SET... NO **STRINGS**... NO **OBLIGATIONS**... NO **RESPONSIBILITIES**...

I DIDN'T **TAKE** ANYTHING FROM ANYBODY THAT THEY DIDN'T **OFFER** ME FIRST.

BUT THAT'S JUST THE **POINT**, MJ-- YOU REALLY DIDN'T **GIVE** ANYTHING TO ANYONE **EITHER!**

THE SPRAWLING **MUSEUM OF NATURAL HISTORY** HAS PASSED BY UNNOTICED AS PETER AND MARY JANE STROLL TOWARDS THE WORLD-FAMED **HAYDEN PLANETARIUM**...

SO WHAT DO WE DO **NOW**, PETER? WHERE DO WE GO FROM **HERE**?

I LOOK AROUND AND SEE ALL OUR **FRIENDS** GETTING TOGETHER... NED LEEDS AND BETTY BRANT **MARRIED**... HARRY OSBORN AND LIZ ALLEN BOTH **STARRY-EYED**...

HAYDEN PLANETARIUM

...AND **YOU** KEEP RUNNING OUT ON ME TO TAKE YOUR PRECIOUS **PHOTOS!**

SO I GET **POSSESSIVE** AND I **HATE** MYSELF-- AND I HATE **YOU** FOR **MAKING** ME HATE MYSELF...

...AND ALL WE DO IS GO AROUND IN BIGGER AND BIGGER **CIRCLES!**

THESE **SEATS** ALL RIGHT?

YEAH... **FINE.** WE'D BETTER GET COMFORTABLE **QUICK**, MARY JANE.

THE **LASERIUM** IS ABOUT TO **BEGIN!**

AND, IN AN EXPLOSION OF SIGHT AND SOUND, THE **COSMIC LASER LIGHT CONCERT** GETS UNDER WAY...

Y'KNOW, MJ, MAYBE WE'D BE BETTER OFF IF WE JUST LET THINGS **RIDE** FOR A WHILE... LET **WATER** FIND ITS OWN **LEVEL** AND ALL THAT.

YEAH, TIGER... MAYBE WE **WOULD.**

HEY, **PIPE DOWN**, WILL YA? SOME OF US ARE ACTUALLY HERE TO SEE THE **SHOW**, Y'KNOW!

YEAH-- GIVE US A **BREAK**, OKAY? FINISH THE **SOAP OPERA** AT HOME!

EXIT

OH... UH... **SORRY** ABOUT THAT, FOLKS.

MAN, SOME PEOPLE HAVE GOT **NO CLASS** AT ALL!

PSSSST... HEY, RED... NO MATTER WHAT FINALLY **HAPPENS**, I'M GLAD WE HAD THIS LITTLE **CHAT.**

FOR THE FIRST TIME IN MONTHS, IT SEEMS LIKE I CAN SEE A **LIGHT** AT THE END OF THE **TUNNEL.**

YEAH, HANDSOME... SO CAN **I.**

AND THEN SOME IDIOT TURNED OFF THE LIGHTS!

HEY! WH-WHAT'S **GOIN' ON?**

SOMEBODY MUST'A BLOWN A **FUSE** OR SOMETHIN'!

EEEE

MEANWHILE, SEVERAL BLOCKS SOUTH...

MARTHA--NO! I'VE ALREADY TOLD YOU WE CAN'T CALL THE POLICE!

WE'LL HAVE TO SOLVE THIS PROBLEM SOME OTHER WAY!

BUT, CURTIS-- OUR BILLY--!

WHEN I THINK OF OUR CHILD IN THAT MONSTER'S CLUTCHES...

I SWEAR TO YOU, DARLING-- STEGRON WILL NOT HURT OUR SON, EVEN IF I HAVE TO... TO...

NO--MY HAND--! I CAN'T LET IT HAPPEN NOW!

NOT NOW!

DARLING, I HAVE TO GET BACK TO WORK-- BUT PLEASE DON'T WORRY!

I PROMISE YOU EVERYTHING WILL BE ALL RIGHT...

...AND I PRAY THAT'S A PROMISE I CAN KEEP!

AND BACK IN THE MUSEUM OF NATURAL HISTORY, THE MAN-MONSTER THAT WAS ONCE DOCTOR VINCENT STEGRON MOVES STEALTHILY THRU THE GROTESQUE SHADOWS--

--UNTIL HE STANDS BEFORE THE YELLOWING IVORY FIGURES OF THOSE TO WHOM HE HAS DEDICATED HIS LIFE, HIS HOPES, HIS FUTURE...

A LITTLE WHILE LONGER AND EVERYTHING I HAVE DREAMED ABOUT... EVERYTHING I HAVE PLANNED FOR... WILL AT LASSST REACH FRUITION!

SSSOON THE ELECTRO-MAGNETIC FIELD GENERATED BY THISSS WEAPON WILL REANIMATE THESSSE NOBLE SSSKELETONSSS...

...AND THEN SSSTEGRON WILL RULE OVER ALL THAT LIVESSS!

WHILE, IN THE **PLANETARIUM...**

MARY JANE, YOU'RE NOT GONNA **BELIEVE** THIS--

--BUT I'VE GOTTA GO TAKE MY PRECIOUS **PHOTOS** AGAIN!

WILL YOU BE **OKAY** HERE?

I'LL BE **FINE**, PETEY. YOU GO DO WHAT YOU **HAVE** TO DO. THIS TIME I'LL **UNDERSTAND.**

WOW! LIFE MIGHT REALLY BE **SIMPLER** WITH THIS NEW ARRANGEMENT. MJ BOUGHT MY STORY WITHOUT **QUESTION.**

NOW IF ONLY SHE DOESN'T REALIZE I **DIDN'T** BRING MY **CAMERA!**

OKAY, THAT SHOULD COVER JUST ABOUT **EVERYONE**, RIGHT? THE PLAYERS ARE ALL IN **POSITION**?

SWELL! THEN LET'S GET THIS COCKAMAMIE SHOW **UNDER WAY!**

SSSOON, MY LONG-TAILED BROTHERSSS... SSSOON THE WORLD WILL BE **YOURSSS** ONCE MORE...

...ASSS IT SSSHOULD **ALWAYSSS** HAVE BEEN...

...AND **I** SSSHALL BE YOUR **KING!!**

DON'T KNOW EXACTLY WHAT **CAUSED** THAT BLACKOUT...

...BUT MY **SPIDER-SENSE** TELLS ME IT WAS NOTHING VERY **GOOD!** I'D BETTER...

CLUMP! CLUMP!

EH?

I WAS **RIGHT!** SOMEBODY'S COMING **THIS WAY**--

--AND IT SOUNDS LIKE HE'S WEARING **SOLID-STEEL SNEAKERS!**

WELL, NOW THAT MY **MASK** IS IN PLACE--

--IT'S TIME EVERYONE'S FAVORITE **WEBHEAD** GOT INTO THE--

OBOY.

EITHER I'M *DREAMING*... OR I'M IN A WHOLE LOT OF *TROUBLE!*

I MEAN, I COULD *SWEAR* THAT'S THE SKELETON OF A *BRONTOSAURUS* LUMBERING DOWN THE STAIRS AT ME--

--BUT THAT'S *IMPOSSIBLE*...

...*ISN'T* IT?

WHUDD

UUNNFF!!

OKAY, SO IT *ISN'T* POSSIBLE!

NO NEED TO GET *NASTY* ABOUT IT!

CLUMP!

CLUMP!

CRIPES! THERE'S A WHOLE BLASTED *ARMY* OF THOSE RUN-AWAY DOGGIE BONES--

--AND I'M SMACK IN THEIR *PATH!*

BUT ARE THEY REALLY COMING AFTER *ME*-- OR ARE THEY JUST RUNNING *BLIND*?

AND FRANKLY, WHAT *DIFFERENCE* DOES IT MAKE?

THEY'VE GOT ME BACKED AGAINST THE *WALL*--

--WHICH MEANS *YOURS TRULY* HAD BETTER GET *OUT* OF THE WAY BEFORE HE GETS *SQUASHED!*

BUT EVEN AS THE WEB-SLINGER HURLS HIMSELF TO THE CHAMBER'S **CEILING**, THE STRANGELY-GLOWING SKELETAL MONSTROSITIES REACH THE LEAD-GLASS **ENTRANCE-WAY**...

--AND BARREL RIGHT ON **THRU** IT!

KWA-ROOM!

IN A WAY, IT IS **FORTUNATE** THERE IS NO ONE IN THE STREET TO BEAR **WITNESS** TO THIS BIZARRE DISPLAY; NOT THAT ANYONE WOULD TRULY **BELIEVE** HIS TALE.

AFTER ALL, WOULD **YOU** BELIEVE THE RAVINGS OF A HOPELESS **LUNATIC**?

WELL, THERE THEY **GO**--CHARGING ACROSS THE STREET, STRAIGHT INTO **CENTRAL PARK!**

I ONLY WISH I KNEW WHAT WAS **CONTROL-LING** THEM--OR WHO WAS **RESPONSIBLE** FOR...

HUH? MY SPIDER-SENSE--IT'S STARTED **TINGLING!**

THERE'S SOMEONE COMING UP **BEHIND** ME--

--AND SUDDENLY, I'M AFRAID I KNOW **WHO!**

I WARNED YOU NOT TO INTERFERE **ONCE**, SSSPIDER-MAN!

THISSS TIME I'LL SSSIMPLY **KILL** YOU!!

STEGRON!!

I THOUGHT I **RECOGNIZED** YOUR VOICE BACK AT THAT SECRET **SHIELD** LAB!

YOU REALLY HAVEN'T *CHANGED* MUCH SINCE THE LAST TIME WE TANGLED, HAVE YOU, STEGGY?

BROK

YOU'RE STILL AS *UGLY* AS EVER!

AND YOU'RE SSSTILL THE SSSAME INSSSOLENT *PUP!*

OH, I WOULDN'T NECESSARILY SAY *THAT*, LIZARD-LIPS!

IF *ANYTHING*, I'M EVEN *MORE* INSOLENT!

BUT INSOLENT OR OTHERWISE, I'M *STILL* MORE THAN A MATCH FOR THAT BLASTED FLAILING *TAIL* OF YOURS!

OR HAVE YOU *NOTICED* THAT ALREADY?

THRAK!

UUNNGGHH!!

FACE IT, STEGGY-- YOU'D HAVE BEEN BETTER OFF STAYING *SUNK* AT THE BOTTOM OF THE *HARBOR!*

WHICH BRINGS UP THE *QUESTION*: HOW DID YOU *SURVIVE* THAT LITTLE DROWNING EPISODE ANYWAY?*

*AS DEPICTED IN ALL ITS GLORY BACK IN *MARVEL TEAM-UP** 20. -- LEN.

BY REDUCING MY *METABOLISSSM* UNTIL I ACHIEVED A SSSTATE OF VIRTUAL *SSSUSSS-PENDED ANI-MATION...*

BROK!

...THEN DRIFTING WITH THE *CURRENT* UNTIL, AT LONG LASSST, I WASSS SSSWEPT *ASSSHORE!*

SSSAY WHAT YOU *WILL*, WALL-CRAWLER...

...BUT THERE ISSS A *NEW AGE* COMING, WHEN *DINOSSSAURSSS* WILL ONCE MORE RULE THE *EARTH*...

...AND *SSSTEGRON* WILL RULE THE *DINO-SSSAURSSS!*

I COULD SAY SOME-THING SUITABLY *INSULTING* HERE, LIZARD-BEAK--

AM I SUPPOSED TO BE *IMPRESSED*, STEGGY?

KTOW!

--AND *HE* WOULDN'T SPEND HIS EVENINGS BREAKING INTO *MUSEUMS!*

ANY SELF-RESPECTING *SALAMANDER* COULD DO EXACTLY THE SAME THING--

--BUT YOU'VE GOT *ENOUGH* ON YOUR HEAD AS IT IS!

AARRGGHH!!

NO! YOU WILL NOT DEFEAT ME *NOW!* WITH MY *CONTROL-CON-SSSOLE*, I CAN SSSUMMON MY LONG-TAILED *BROTHERSSS*, AND THEN...

THE *CONTROL-CONSSSOLE--!* I *DROPPED* IT DURING THE BATTLE!

MUSSST *RECOVER* IT BEFORE...

NO *CHANCE*, STEGGY! IT'S *FINDERS-KEEPERS*-- AND ONCE I GET MY *HANDS* ON THAT GIZMO, I'LL...

YOU'LL GET YOUR CURSSSED HANDSSS ON **NOTHING**, SSSPIDER-MAN!

MOMENTSSS AGO, YOU **MOCKED** MY ALL-POWERFUL **TAIL**! HOW **IRONIC** THAT IT NOW SSSHOULD PROVE YOUR **DOWNFALL**!

SKRA-DAK!

DOWNFALL: AN UNFORTUNATELY **APPROPRIATE** CHOICE OF WORDS!

CRIPES! HE **SHATTERED** THOSE PILLARS WITH A SINGLE **BLOW**-- FINISHING THE JOB HIS BONY **BUDDIES** BEGAN!

AND THERE'S NO WAY FOR ME TO **AVOID** THE FALLING **RUBBLE**--!

FAREWELL, WEB-SSSLINGER!

I TRUSSST THAT WE WILL **NOT** MEET AGAIN!

AN INTERMINABLE MOMENT OF **SILENCE**, THEN...

TAK

UUNNHH.

THAK

PAK

I'LL SAY **ONE** THING FOR THAT LEATHER-LIPPED JOKER-- HE SURE KNOWS HOW TO BRING THE **HOUSE** DOWN!

IF I HADN'T **BRACED** MYSELF... NO, I'D RATHER NOT EVEN **THINK** ABOUT THAT!

WHAT I **DO** HAVE TO THINK ABOUT NOW IS **STEGRON**!

WHILE I WAS UNDER THAT FALLEN **WALL**, HE PULLED ONE OF THE GREAT **VANISHING ACTS** OF OUR TIME--

--AND I'VE GOT THE PROVERBIAL **SNOWBALL'S** CHANCE OF **FINDING** HIM!

AND ELSEWHERE FOR ONE FINAL TIME...

NO--IT'S HAPPENING!

THE STRAIN OF WORKING UNDER SUCH TERRIBLE PRESSURE IS GETTING TO ME AT LAST!

SINCE THAT EXPLOSION, I'VE FELT AS IF MY INSIDES WERE IN CONFLICT--AND NOW I KNOW WHY!

MY MISSING ARM IS REGENERATING ITSELF...

...TAKING ON REPTILIAN PROPERTIES...

...AND, GOD HELP ME, MY ENTIRE BODY IS FOLLOWING SUIT!

THE TRANSFORMATION IS OVER AT LAST!

THAT SNIVELING CRETIN CURTIS CONNORS IS GONE FOREVER-- AND THE MOST POWERFUL BEING TO EVER WALK THE EARTH STANDS HERE IN HIS PLACE!

BEWARE, STEGRON! BEWARE, YOU SO-CALLED DINOSAUR MAN!

FOR THE LIZARD IS COMING TO DESTROY YOU!!

NEXT ISSUE:

IT'S THE MOST BIZARRE BATTLE NEW YORK HAS EVER SEEN--WITH THE WONDROUS WALL-CRAWLER CAUGHT SMACK IN THE MIDDLE! IF YOU KNOW WHAT'S GOOD FOR YOU, PILGRIM, YOU'LL BE HERE FOR...

THE WAR OF THE REPTILE-MEN!

SPIDER-MAN

MARVEL® COMICS GROUP

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the AMAZING SPIDER-MAN

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IF THE LIZARD DOESN'T GET YOU, INSECT--

THEN STEGRON WILL!!!

IT'S A HOLIDAY HOLOCAUST! WE CALL IT... THE WAR OF THE REPTILE-MEN! --AND SPIDEY IS CAUGHT IN THE MIDDLE!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

LEN WEIN *WRITER/EDITOR* ROSS ANDRU *ILLUSTRATOR* MIKE ESPOSITO *INKER* GLYNIS WEIN: *COLORIST* JOE ROSEN: *LETTERER*

WAR OF THE REPTILE-MEN!

MAN, SOME CHRISTMAS ***THIS*** IS GONNA BE! THE THREAT OF ***STEGRON THE DINOSAUR MAN*** IS HANGING OVER THE CITY LIKE A BAD CASE OF ***SMOG***--

--AND IT LOOKS LIKE IT'S UP TO ***YOURS TRULY*** TO ***STOP*** HIM!

WHY AREN'T THE ***AVENGERS*** EVER HOME WHEN YOU ***NEED*** THEM?

AH WELL, I GUESS SOME OF US ARE JUST *LUCKIER* THAN OTHERS--

--WHICH IS WHY I'M PAYING THIS LITTLE CALL ON *DR. CURTIS CONNORS!*

VINCENT STEGRON USED TO BE THE DOC'S *LAB ASSISTANT*, SO IF *ANYONE* CAN HELP ME *NAB* THAT DINOSAUR MAN, IT'S... *HUH?*

MY SPIDER-SENSE-- *TINGLING* TO BEAT THE BAND!

THERE'S SOMETHING *WRONG* IN CONNORS' APARTMENT-- BUT *WHAT?*

CURSE YOU, WALL-CRAWLER-- WHAT ARE *YOU* DOING HERE?

THE LIZARD?!?

CRIPES! THAT'S THE ONE THING I NEVER *CONSIDERED!*

FOOL! YOU DON'T STAND A *CHANCE* OF DEFEATING *ME!*

SWELL-- THAT'S ALL I *NEEDED!*

LIZZY IS THE *ONE* VILLAIN I CAN NEVER USE MY FULL *POWER* AGAINST--

--BECAUSE WHATEVER HAPPENS TO *HIM* ALSO HAPPENS TO *CURT CONNORS!*

THWIP!

GOT TO USE MY WEBBING TO *BREAK OUR FALL* BEFORE...

OH *NO!* WHO'S THE BRIGHT-EYED IDIOT WHO PUT THIS STUPID *AWNING* UNDER US?

KRRIPP!!

MINDLESS MAMMAL, YOUR PUNY POWERS ARE NO *MATCH* FOR THOSE OF THE *MASTER OF ALL REPTILES!!*

MAYBE *NOT*, SMILEY--

--BUT THEY DON'T *HAVE* TO BE, SO LONG AS I CAN STILL THROW YOU *OFF-BALANCE*--

--*LIKE THIS!!*

YOU'VE GAINED A MOMENTARY *RESPITE*, INSECT! IF YOU'RE *WISE*, YOU'LL USE IT TO *FLEE!*

MY *QUARREL* IS WITH *STEGRON*, NOT WITH *YOU*--

--BUT I'LL NOT HESITATE TO *DESTROY* YOU IF YOU GET IN MY *WAY!*

KRASH!!

YEAH-- SO I *NOTICE!*

BUT FOR THE SAKE OF YOUR *FAMILY*, I STILL HAVE TO...

OBOY.

ONCE LIZ *LOSES* HIMSELF IN THAT MAZE OF SEWERS, I'LL *NEVER* FIND HIM!

GOT TO GO *AFTER* HIM BEFORE...

YIKES!!

JUST *GREAT!* THE BLASTED *LIGHT* MUST'VE CHANGED!

THERE'S A WALL OF *HOMICIDAL ROADHOGS* BETWEEN ME AND THAT *MANHOLE!*

MIGHT AS WELL PACK IT IN! I HAVEN'T GOT A *PRAYER* OF CATCHING THE LIZARD *NOW!*

BETTER GET UP TO DOC CONNORS' *APARTMENT*-- AND FIND OUT WHAT IN BLAZES IS *GOING ON* AROUND HERE!

THIS CAPER IS GETTING *HAIRIER* BY THE MINUTE!

EVENING, MRS. C. HOPE YOU DON'T MIND MY *DROPPING* IN LIKE THIS.

OH... *SPIDER-MAN.* HOW NICE TO *SEE* YOU AGAIN.

I WAS JUST PICKING UP THE *CHRISTMAS GIFTS.* THEY... THEY...

I *KNOW* WHAT HAPPENED, MRS. CONNORS. I RAN INTO THE *LIZARD* ON MY WAY *UP* HERE.

LET ME *HELP* YOU WITH THESE THINGS... THEN WE'LL *TALK.*

TALK? ABOUT *WHAT*? ABOUT HOW MY ENTIRE *LIFE* IS COMING *APART*?

"IT WAS GOING TO BE SUCH A *NICE* CHRISTMAS, SPIDER-MAN. WE WERE ALL GOING TO TRIM THE *TREE* TONIGHT... CURTIS... AND BILLY... AND ME...

"BUT NOW... *NOW*...

"DEAR *GOD*, SPIDER-MAN... WHAT ARE WE GOING TO DO *NOW*?"

WELL, *FIRST* WE'RE GOING TO SET YOUR TREE UP WHERE IT *BELONGS*...

...AND THEN YOU'RE GOING TO *CALM DOWN* A BIT...

...AND *THEN* YOU'RE GOING TO TELL ME ALL *ABOUT* IT.

IT'S *STEGRON*--! THIS IS ALL *HIS* FAULT!

IF ONLY HE HADN'T COME *BACK* HERE... IF ONLY WE HADN'T BEEN *HOME*...

HEY-- *EASY* NOW, MRS. C. LET'S JUST TAKE THIS A *STEP* AT A TIME.

YES...OF COURSE... **FORGIVE** ME. I'LL DO MY **BEST.**

WE...WE HAD JUST RETURNED FROM **CHRIST-MAS SHOPPING,** BILLY AND I, WHEN THERE WAS THIS **KNOCK** AT THE DOOR.

THIS MONS-TROUS **CREATURE**-- THIS **STEGRON**-- CAME BURSTING INTO THE ROOM, TOSSED CURTIS AND ME **ASIDE**-- AND THEN **KIDNAPPED** OUR SON!

PUT ME **DOWN,** YOU BIG **CREEP!**

NOT UNTIL YOUR FATHER HASSS **DONE** ASSS I HAVE COMMANDED HIM, WHELP!

*"THE DINOSAUR MAN THREATENED TO **KILL** BILLY UNLESS CURTIS AGREED TO **FINISH** SOME SORT OF **EXPERI-MENT** FOR HIM WITHIN 48 HOURS!*

*"SOMEHOW, THAT TERRIBLE **CHEMICAL REACTION** WAS TRIGGERED WITHIN HIM ONCE MORE--AND MY DARLING HUSBAND BECAME THE DREADFUL **LIZARD!**"**

*"THERE WAS NOTHING FOR CURTIS TO DO BUT **OBEY!** HE LOCKED HIMSELF AWAY IN HIS LAB-- DID THE **BEST** THAT HE COULD...*

*"...BUT THE **EFFORT**--THE UNIMAGINABLE **STRAIN**--WERE JUST **TOO MUCH** FOR HIM TO **ENDURE!***

ALL OF WHICH SHOULD SERVE AS A REASONABLE **SUMMATION OF LAST ISSUE'S DOINGS. --LEN.*

IT'S ALL SO **INSANE,** SPIDER-MAN-- TWO **MONSTERS** WHO WERE ONCE **MEN** PURSUING ONE ANOTHER ACROSS THE CITY--

--WITH MY POOR **BILLY** CAUGHT RIGHT IN THE **MIDDLE!**

DEAR LORD, WHAT'S GOING TO **HAPPEN** TO MY **SON**?

ABSOLUTELY **NOTHING,** MRS. CONNORS-- I **PROMISE** YOU THAT!

I'LL GET YOUR **BOY**-- AND YOUR **HUSBAND**-- BACK TO YOU **SAFE AND SOUND!**

I OWE DOC CONNORS **THAT** MUCH-- AND A WHOLE LOT **MORE!**

AND WHILE SPIDEY PROCEEDS TO PUTTER AROUND THE GOOD DOCTOR'S **LAB**, WE'D BEST LOOK IN ON TWO **OTHER** MEMBERS OF OUR EVER-EXPANDING CAST--

--AS THEIR PATHS CROSS IN THE PARKING LOT OF **EMPIRE STATE UNIVERSITY!**

JONAH?

UNIVERSITY PARKING AREA — AUTHORIZED PERSONNEL ON

JONAH, **HOLD ON** A MINUTE! I'M RIGHT **BEHIND** YOU!

APPARENTLY, HE CAN'T **HEAR** ME OVER THE **HOWL** OF THE WIND--

--OR ELSE HE'S SO **PREOCCUPIED**, HE'S NOT EVEN **LISTENING**--

--AND KNOWING **J. JONAH JAMESON**, I'D OPT FOR THE **LATTER!**

AH--SO **THERE** YOU ARE, DR. MADISON. I'VE--AH--BEEN **WAITING.**

I'M SURE IT HASN'T BEEN **LONG.**

FOR **THIS**, MARLA MY DEAR-- I'VE BEEN WAITING MOST OF MY **LIFE!**

WELL, I'M GLAD YOU DIDN'T HOLD YOUR **BREATH!**

AND WHILE WE'RE **AT** IT, I'LL THANK YOU NOT TO SMOKE THOSE AWFUL **CIGARS** IN MY PRESENCE!

IT'S A TRULY **FILTHY** HABIT!

EH?

MARLA-- **DON'T!** THAT'S A **FIVE-DOLLAR HAVANA!**

YOU MEAN-- IT **WAS!**

LISTEN, LADY--WHEN WE GOT **INTO** THIS TOGETHER, I DIDN'T EXPECT YOU TO START PLAYING **NURSEMAID!**

YOU'RE JUST LUCKY I COULD **SALVAGE** WHAT YOU **LEFT** OF THIS CIGAR!

NO, MR. JAMESON, WHEN WE GOT **INTO** THIS, YOU EXPECTED ME TO DEVISE A MEANS FOR YOU TO **DEFEAT** A CERTAIN **WALL-CRAWLER**--

--AND THAT'S PRECISELY WHAT I'VE **DONE!**

TAKE A LOOK AT WHAT YOUR HARD-HOARDED MONEY WAS **SPENT** ON, JONAH!

BEHOLD THE BRAND-NEW SPIDER-SLAYER!!

MARLA, MY DEAR, I TAKE BACK EVERYTHING I WAS **THINKING** ABOUT YOU!

AND SINCE WE'RE SWITCHING SCENES **ANYWAY**, WE MAY AS WELL TAKE A QUICK **SIDE-TRIP** TO A CERTAIN FAR ROCKAWAY **APARTMENT COMPLEX** WE HAVEN'T VISITED IN FAR TOO MANY MONTHS...

FUNNY RUNNING INTO **YOU** LIKE THIS -- ESPECIALLY NOW THAT I'M WORKING FOR THE **DAILY BUGLE!** YOU'RE JOE ROBERTSON'S **SON**, AREN'T YOU?

UH-**HUH** -- BUT I DON'T **WORK** FOR THE BUGLE, MS. GRANT. I JUST DROP BY TO SEE MY **DAD** EVERY NOW AND THEN. HOPE I'LL SEE **YOU!**

BY THE WAY, YOU CAN CALL ME **RANDY.**

TERRIFIC. MY NAME'S **GLORY.** GLAD TO **KNOW** YA, ACE.

...WELCOME TO THE BACHELOR PAD OF **FLASH THOMPSON** AND **HARRY OSBORN!**

MERRY CHRISTMAS, FLASH!

AND A **HO-HO-HO** TO **YOU**, RANDY. GLAD YOU AN' GLORY COULD **MAKE** IT!

RRING! RRING!

HANG **LOOSE**, FLASH. I'LL GET THE PHONE!

THANKS, MARY JANE.

HELLO? **WHO...?**

OH -- **PETER!** HEY, WHERE **ARE** YOU, TIGER?

YOU WERE SUPPOSED TO BE HERE AN **HOUR** AGO.

SORRY, RED -- BUT SOMETHING **IMPORTANT** HAS COME UP. AFRAID I CAN'T **BE** THERE.

WISH THE GANG A **MERRY CHRISTMAS** FOR ME, OKAY?

YEAH -- I'M DISAPPOINTED **TOO**, MJ. I'LL SEE YA **SOON.**

WELL, IT LOOKS LIKE THE GHOST OF CHRISTMAS PAST ISN'T **COMING**, GROUP -- BUT PETER TOLD US TO GO AHEAD **WITHOUT** HIM.

SO WHAT'S THIS EARTH-SHATTERING **NEWS** YOU'RE SUPPOSED TO HAVE FOR US, HARRY?

YEAH, PAL. I'M YOUR **ROOM-MATE**, FOR PETE'S SAKE -- AND EVEN **I** DON'T KNOW WHAT IT IS.

WELL, FLASH -- I'M AFRAID YOU'RE GONNA HAVE TO FIND YOURSELF A **NEW** ROOM-MATE SOON.

YOU SEE, I'VE ASKED THE LOVELY **LIZ ALLEN** HERE TO **MARRY** ME --!

AND WOULD YOU BELIEVE I'VE **ACCEPTED**?

WELL... **FAR OUT.**

WHILE, IN AN ABANDONED **STORAGE VAULT** BENEATH CENTRAL PARK...

YOU JUST WAIT TILL MY **FATHER** GETS HERE, STEGRON! HE'LL...

HE'LL DO **NOTHING**, WHELP--

--NOT IF HE WANTSSS YOU BACK **ALIVE!**

NO, WHELP! ALL YOUR FATHER WILL **DO** WHEN HE ARRIVESSS--

--ISSS TO SSSUPPLY ME WITH THE MEANSSS OF MY ULTIMATE **VICTORY!**

THISSS **RETRO-GENERATION RAY** I AM USSSING TO **CLOTHE** MY LONG-TAILED BROTHERSSS WITH **FLESH** ONCE MORE--

--ISS BUT A **TEMPORARY** MEASSSURE AT **BESSST**--

--BUT THE SSSPECIAL **FORMULA** YOUR FATHER ISSS PRODUCING AT MY COMMAND--

--WILL ENABLE ME TO **CLONE** A VERITABLE **DINOSSSAUR ARMY!!**

YOU'RE **NUTS**, MISTER! MY DAD WOULD NEVER **BETRAY** THE WHOLE **HUMAN RACE** LIKE THAT!

WHO CAN TRULY **SSSAY** HOW FAR A MAN WILL GO TO **SSSAVE** THE LIFE OF HISSS **SSSON**?

I CAN STEGRON!!

HUH?

YOU **TOOK** SOMETHING THAT BELONGED TO THE MAMMAL **CONNORS**, DINOSAUR MAN--

--AND THE **LIZARD** HAS COME TO GET IT **BACK!!**

YOU DARED TO *TRANSSSFORM* YOURSSELF, CONNORSSS-- WHEN YOU KNEW YOUR WHELP'SSS VERY *LIFE* HUNG IN THE BALANCE?!?

WHY, CONNORSSS-- *WHY*??

BROK!

THE LIZARD DOES NOT ANSWER TO *YOU*--OR TO *ANYONE!*

MY REASONS ARE MY *OWN!*

CHUD!

PERHAPSSS IT ISSS *BESSST* THISSS WAY!

AND I WILL *CRUSH* ANYONE WHO STANDS IN MY...

AARRGGHH!!

WE COULD MAKE A GOOD *TEAM*, YOU AND I--

--ONCE I TEACH YOU WHO ISSS *MASSSTER* HERE!!

FOOL! THERE IS ONLY *ONE* MASTER OF REPTILES--

--AND THAT ONE IS THE *LIZARD!!*

KRAK!

UUNNHH!!

YOU'RE *RIGHT!* I WASSS *INDEED* A FOOL TO THINK I COULD EVER WORK BESSSIDE SSSUCH ASSS *YOU*--

--BUT MY MOMENTARY *MADNESSS* MAKESS LITTLE *DIFFERENCE!*

WITHIN SSSECONDSSS, MY LONG-TAILED BROTHERSSS WILL GAIN *SSSENTIENCE*-- AND THEN NOTHING ON EARTH WILL *SSSTOP* USSS!

ABRUPTLY, AS THOUGH **RESPONDING** TO STEGRON'S BOAST, HEAVY-LIDDED **EYES** FLICK OPEN, AWKWARD **LIMBS** TREMBLE AND FLEX--

--AND FOUR SLICK-SCALED **BEHEMOTHS** SHAMBLE FORTH, ONCE AGAIN **MONARCHS** OF ALL THEY SURVEY--

-- AND TOTALLY **CONTEMPTUOUS** OF WHATEVER MIGHT LIE IN THEIR **PATH!**

HELP ME, DAD-- **PLEASE!**

EH? CONNORS' **CHILD**--THE DINOSAURS ARE CHARGING STRAIGHT **TOWARD** HIM!

"BUT WHAT SHOULD THAT MATTER TO **ME**? HE IS ONLY A **MAMMAL**... ONLY AN INSIGNIFICANT... LITTLE... **BAH!**"

TH-THANKS, DAD! I **KNEW** YOU WOULDN'T LET ME DOWN!

KRUNCH!

BUT HISSS MOMENT OF **WEAKNESSS** HASSS COSSST HIM **DEARLY**, WHELP--!

POK!

UUNNFF!!

EVEN NOW, MY LONG-TAILED BROTHERSSS ARE SSSTALKING OUT INTO THE **SSSTREET**--

-- AND WHEN I HAVE **JOINED** THEM, WE SSSHALL...

UURRKK!!

ALL **YOU** SHALL DO, STEGRON-- IS **DIE!!**

AND MOMENTS LATER, HIGH ABOVE ONE OF THE SEVERAL **ROADWAYS** THAT DISSECT **CENTRAL PARK**...

LEAPIN' LIZARDS!

AND I MEAN THAT *LITERALLY!*

KRAMM!

WELL, NOW I KNOW WHAT HAPPENED TO THOSE **DINOSAUR SKELETONS** STEGRON STOLE FROM THE MUSEUM OF NATURAL HISTORY!*

THAT GODZILLA GANG WILL TURN THIS PARK INTO A **CHARNEL HOUSE**--

--UNLESS **YOURS TRULY** LENDS A HAND--

*LAST ISSUE, RIGHT? --LEN.

--IN A **HURRY!**

THWAK!

"A LITTLE WELL-PLACED WEBBING WILL **BLIND** THEM TEMPORARILY--

SPAK!

"--WHICH SHOULD PUT THEM INTO A **PANIC**--

"--AND THE **REST** CAN TAKE CARE OF **ITSELF!**"

YOU SHOULD BE **SAFE** NOW, MA'AM!

THOSE OVERGROWN IGUANAS WILL BE FALLING ALL **OVER** THEMSELVES FOR A WHILE!

WEEOWEEOWEO

AH-- ENTER **NEW YORK'S FINEST**--

--AND JUST IN THE NICK OF **TIME!**

THE **POLICE** SHOULD BE ABLE TO HANDLE GORGO AND COMPANY WHILE **I** TRACK DOWN **STEGRON** AND THE **LIZARD!**

AND, WITHIN MINUTES...

THIS A PRIVATE GAME--OR CAN ANYBODY PLAY?

SPIDER-MAN?!?

BUT HOW--??

CONSIDERING THE SIZE OF YOUR MENAGERIE'S FOOTPRINTS, STEGGY--IT WASN'T DIFFICULT!

THEN YOU'VE GONE TO A LOT OF TROUBLE, INSSSECT--

--ONLY TO COMMIT SUICIDE!

THAT'S WHAT I LIKE ABOUT YOU GUYS--YOU'RE CONSISTENT!

BROK!

STUPID--BUT CONSISTENT!

ANYONE HERE INCLINED TO SURRENDER BEFORE I GET MAD?

WOK!

PUERILE MAMMAL! THIS TIME I WILL RIP YOU INTO...

UULLPP!!

SQUISH!

SHAME ON YOU, LIZZY! DIDN'T YOUR MOTHER EVER TELL YOU NOT TO THREATEN SOMEONE WITH YOUR MOUTH FULL?

CURSE YOU, WALL-CRAWLER--YOU'VE POISONED ME!

HEAD REELING--FEEL SO WEAK--!

IT'S NOT FAIR--NOT FAIR!

I COULD HAVE WON, I TELL YOU!

I... COULD... HAVE... WON...

YOU MAY NOT ***REALIZE*** IT YET, MY FRIEND-- BUT YOU ***HAVE*** WON! I HAD MY WEB-SHOOTER FILLED WITH THE ***CURE*** FOR YOUR LIZARDISM!

IN A FEW SECONDS, YOU'LL BE ***CURTIS CONNORS*** ONCE MORE!

AND ***YOU*** WILL BE A ***CORPSSSE!!***

CRIPES! I GOT SO INVOLVED WITH THE DOC THAT I ***FORGOT*** ABOUT ***STEGRON!***

SKRAKK!

AND THAT LITTLE OVERSSSIGHT MAY COSSST YOU YOUR ***LIFE***, WALL-CRAWLER!

UUNNGGHH!!

YOU THOUGHT I WASSS ***THWARTED***, SSSPIDER-MAN-- BUT YOU WERE ***WRONG!***

SSSO LONG ASSS I SSSTILL HOLD CONNORSSS' WHELP ***CAPTIVE***, SSSTEGRON CAN ULTIMATELY ***TRIUMPH!***

H-HE'S GETTING AWAY WITH THE ***BOY***--

--AND EVERYTHING'S S-SPINNING AROUND TOO FAST FOR ME TO ***FOLLOW*** HIM--!

EASY, SPIDER-MAN-- ***EASY*** NOW! LET ME HELP YOU TO YOUR ***FEET!***

THANKS, DOC. GUESS THAT PUTS US ABOUT ***EVEN!***

YOU ***FEELING*** OKAY?

A TRIFLE ***NAUSEOUS***, BUT OTHERWISE ***ADEQUATE!***

WHAT HAPPENED TO ***STEGRON***... AND ***BILLY***?

AND WHEN THE WEB-SLINGER HAS **EXPLAINED...**

GOD, WHAT DO WE DO **NOW**?

DON'T **WORRY**, DOC. I PROMISED YOUR WIFE THAT I'D BRING **BOTH** OF YOU BACK **SAFELY**--

--AND SPIDER-MAN ALWAYS KEEPS HIS **WORD**!!

YOU STAY **HERE**, OUT OF HARM'S **WAY**--

--WHILE **I** GO FETCH YOUR **SON**!

OH, I'LL **STAY** HERE ALL RIGHT, WALL-CRAWLER-- BUT I **WON'T** JUST TWIDDLE MY **THUMBS**!

AND ON THAT RATHER **MYSTERIOUS** NOTE, LET'S FOLLOW SPIDEY **OUTSIDE**...

WELL, THERE'S **STEGRON**! OF COURSE, IT'S NOT EXACTLY A **PROBLEM** TO PICK HIM OUT OF A **CROWD**!

NO, THE PROBLEM'S GONNA BE GETTING **BILLY** BACK WITHOUT RISKING THE KID'S **NECK**!

SSSPIDER-MAN-- **AGAIN**?!? WEB-SSSLINGER, YOU'RE PERSSSISSSTENT TO THE POINT OF **RIDICULOUSSSNESSS**!

DON'T YOU REALIZE YOU HAVEN'T GOT A **PRAYER** OF DEFEATING **ME** OR MY LONG-TAILED **BROTHERSSS**?

MAYBE **NOT**, SCALE-SKIN-- BUT I'M SURE GONNA **TRY**!

SWELL! NOW **SPIDER-MAN**! WHAT'RE WE GONNA **DO**, FORBES?

NOT A **THING**, WILSON!

WE CAN'T RISK **SHOOTING** WHILE THAT **KID** IS IN THE LINE OF **FIRE**!

I'M **WARNING** YOU, WALL-CRAWLER! COME ANY **CLOSSER**--

--AND THE WHELP WILL **DIE!!**

SORRY, BRIGHT-EYES-- BUT FOR YOU TO **CARRY OUT** THAT THREAT, YOU'D HAVE TO HAVE YOUR SLIMY **CLAWS** ON THE BOY--

--AND, MISTER-- YOU **DON'T!!**

NOT ANY MORE!!

SPIDER-MAN-- BE **CAREFUL!** THOSE DINOSAURS ARE GOING **BERSERK!**

WHUDD!

WILSON, WATCH OUT FOR THE **TAIL** OF THAT...

UUNNHH!!

THANK HEAVENS-- THOSE TWO **COPS** ARE STILL **BREATHING!**

I'VE GOT TO GET THEM **OUT** OF HERE BEFORE THEY GET **STEPPED ON**--

--AND THAT'S **NOT** GONNA BE **EASY!**

I'VE GOT **THREE** OF YOU TO CARRY NOW, BILLY-- AND ONLY **TWO** HANDS TO **DO** IT WITH!

YOU'D BETTER **RUN** FOR IT, BILLY-- WHILE **I** TRY TO HOLD OFF THE **GODZILLA GANG!**

NO! I'M NOT LEAVING HERE **WITH-OUT** YOU, SPIDEY!

SWELL! THEN IT LOOKS LIKE WE'RE **ALL** GOING TO GET **SQUASHED!**

IN THEIR DAY, THEY WERE **KINGS OF THE EARTH**, THESE GREAT REPTILIAN MONSTROSITIES--

--BUT THEIR DAY IS LONG SINCE **GONE!**

THUS, EVEN AS THEY DRAW **NEAR** THE WEB-SLINGER AND HIS HELPLESS CHARGES--

--THEIR RECONSTRUCTED FLESH BEGINS TO **WITHER** AND **FADE**--

--UNTIL, AT LAST, IT **DISAPPEARS** ENTIRELY!

IT WILL TAKE THE NATURAL HISTORY MUSEUM'S ARCHAEOLOGICAL STAFF A GOOD **SIX MONTHS** TO PIECE TOGETHER THE SKELETAL **NIGHTMARE** THAT COLLAPSES AT THE WALL-CRAWLER'S **FEET!**

HOLY SMOKE!

WHAT IN BLAZES **HAPPENED** TO THOSE OVERGROWN GRUESOMES?

KRASHH!

I HAPPENED TO THEM, SPIDER-MAN!

THANK HEAVEN I WAS ABLE TO **REVERSE** THE EFFECTS OF STEGRON'S **RETRO-GENERATOR** IN TIME!

I'LL DRINK TO **THAT**, DOC.

YOU HOLD DOWN THE **FORT**, OKAY--WHILE **I** GO TRACK DOWN OUR ERRANT **DINOSAUR MAN!**

CRIPES! THIS WEATHER CERTAINLY ISN'T **HELPING** ME ANY!

THE SNOW IS **COVERING** STEGRON'S TRACKS AS FAST AS HE CAN **MAKE** THEM!

I'D BETTER FIND STEGGY **QUICK**--IF I'M GONNA FIND HIM **AT ALL!**

WHILE, SEVERAL YARDS **AHEAD**...

SSSO **COLD**...SSSO **VERY** COLD...MUSSST FIND **SSSHELTER** BEFORE...

CLAT!

EH? SSSOMEONE... COMING THISSS **WAY**...

NO! IT'SSS...**SSSPIDER-MAN**...!

I CANNOT AFFORD TO FACE HIM **NOW**...THISSS CURSSSED **COLD** HASSS SSSAPPED MY **SSSTRENGTH**...

I HAVE ONLY ONE **CHANCE**...

HAVE TO THROW THISSS ROCK... TRY TO DIVERT HISSS ATTENTION...

...SSSO THAT I CAN ATTACK HIM... FROM BEHIND...

SOUNDS LIKE SOMEONE MOVING UP AHEAD--!

BETTER CHECK IT OUT!

I DID IT... BUT IT ISSS TOO LATE...

...FAR... FAR... TOO LATE...

THE EFFORT EXHAUSSSTED... WHAT LITTLE ENERGY... I HAD LEFT...

THERE ISSS NOTHING... FOR ME TO DO NOW...

...BUT DIE...

HOW ABSSSURD... TO BE BEATEN THUSSS... BY THE WEATHER...

IF ONLY I HAD SSSTAYED HIDDEN... TILL THE SSSPRING...

I COULD HAVE BEEN... MASSSTER... OF... THE... WORLD...

SPLASH!

HUH? THAT SOUND--?!?

THOUGHT I HEARD SOMEBODY FALLING INTO THE WATER--BUT THAT'S IMPOSSIBLE!

THE PARK LAKE IS FROZEN SOLID!

FACE IT, HERO-- STEGRON IS LONG GONE BY NOW!

"I MIGHT AS WELL GO FIND MYSELF SOMEPLACE TO GET WARM!

"THERE'S NOTHING MORE TO KEEP ME HERE!"

EPILOGUE: *SOME TIME* ***LATER...***

Y'KNOW, THERE'S SOMETHING ALMOST ***BEAUTIFUL*** ABOUT NEW YORK AFTER A ***SNOWSTORM*** --SOMETHING SO ***INNOCENT*** AND ***CLEAN!***

TOO BAD IT NEVER ***LASTS*** VERY LONG!

THAT, ON THE OTHER HAND, IS SOMETHING ***TRULY*** BEAUTIFUL--

--SOMETHING THAT SHOULD LAST ***FOREVER!***

THEY'RE JUST ONE-BIG HAPPY ***FAMILY*** AGAIN--AS IF NOTHING HAD EVER ***HAPPENED!***

SHARING... GIVING...THAT'S WHAT IT'S ALL ***REALLY*** ABOUT, ISN'T IT?

THERE ISN'T ENOUGH MONEY IN ALL THE ***WORLD*** TO MAKE ME ***DISTURB*** A SCENE LIKE THAT!

HAVE A ***HAPPY,*** CONNORS CLAN...YOU ***DESERVE*** ONE!

SEASON'S GREETINGS FROM YOUR FRIENDLY NEIGHBORHOOD ***SPIDER-MAN!***

MERRY CHRISTMAS, NEW YORK--YOU GREAT BIG SHINY APPLE YOU!

AND GOD ***BLESS*** US... EVERY ***ONE!***

WELL, NOW I KNOW HOW ***SCROOGE*** FELT ON THAT HOLIDAY MORNING SO MANY LONG YEARS AGO!

NEXT ISSUE:

J. JONAH JAMESON'S SPANKING NEW SPIDER-SLAYER ***STRIKES!*** *AND SO DOES THE MOST STARTLING NEW* ***SUPER-STAR*** *OF ALL! BE HERE FOR...*

"SOMETHING ON THE WIND!"

SPIDER-MAN

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the AMAZING SPIDER-MAN®

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CAUGHT BETWEEN THE MURDEROUS MIGHT OF THE SPIDER-SLAYER!!

--AND THE STARTLING POWER OF MARVEL'S MOST SHOCKING NEW SUPER-STAR!

ROMITA

LOOKS LIKE IT'S GONNA BE ONE OF THOSE DAYS!!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

LEN WEIN WRITER/EDITOR | ROSS ANDRU ILLUSTRATOR | MIKE ESPOSITO EMBELLISHER | GLYNIS WEIN COLORIST | JOE ROSEN LETTERER

FOR YEARS, YOU'VE **MOCKED** ME--MADE A **FOOL** OF ME--

-- BUT NEVER **AGAIN!!**

I SPENT A SMALL **FORTUNE** HAVING THIS DEVICE BUILT--

--BUT IT WAS WORTH EVERY **PENNY** OF IT!

THIS MECHANISM MAKES ME MORE THAN A **MATCH** FOR YOU, WALL-CRAWLER--

-- AND TODAY IS THE DAY I GET **EVEN!**

FACE IT, WEB-SLINGER-- YOU'RE LIVING ON **BORROWED TIME!!**

OKAY, YOU CAN TURN OFF THE **IMPULSE-BEAM** NOW. YOU'VE PROVED IT **WORKS**--

--AND I'VE RUN OUT OF DIFFERENT **SLIDES** TO PROJECT ANYWAY!

WE'D BETTER SEE IF THE **REST** OF THE EQUIPMENT WORKS AS **WELL!**

THWIP!

THIS **FILAMENT SPRAY** IS A FAIR APPROXI-MATION OF SPIDER-MAN'S **WEBBING...**

SNIKT!

"...BUT YOUR BUILT-IN **WEB-SHEARS** SEVER IT WITH **NO** DIFFICULTY WHATSOEVER...

"...AND THEN **RETRACT** INSTANTLY INTO YOUR **CHEST MODULE!**

"SO FAR... SO **GOOD!**"

NEXT, WE'LL CHECK THE REFLEXES OF YOUR **GRAPPLE-CLAW...**

POK!

"... AND APPARENTLY, **IT** RESPONDS AS WELL AS EVERYTHING **ELSE!**

"ALL IN ALL, I'D SAY YOU WERE NEARLY **READY!**"

THAK!

THEN WHAT ARE WE **WAITING** FOR, MARLA?

THE SOONER I GET **STARTED...**

...THE SOONER THAT WEB-HEADED **MURDERER** WILL FALL VICTIM TO... **J. JONAH JAMESON!**

WILL YOU PLEASE STOP BEING SO **MELO-DRAMATIC,** JONAH?

I WANT ONE FINAL **TEST** BEFORE WE BEGIN IN **EARNEST!**

BEND THAT HEAVY IRON BAR, PLEASE!

ANY PARTICULAR **SHAPE** YOU'D LIKE, MY DEAR DR. MADISON?

THIS REALLY IS **CHILD'S PLAY!**

NOTHING IS TOO DIFFICULT FOR THE SPECTACULAR **SPIDER-SLAYER!**

KRANG!

OOPS-- SORRY ABOUT THAT **WALL.**

I'M AFRAID I LET MY-SELF GET **CARRIED AWAY** BY THE POWER THIS **PSYCHO-CYBER-NETIC HELMET** GIVES ME.

DON'T LET IT **BOTHER** YOU, JONAH. I'LL HAVE THE **UNIVERSITY** SEND YOU A **BILL** FOR THE DAMAGES.

FOG LAYS LIKE A FILTHY GREY **BLANKET** OVER THE NEW JERSEY COAST HIGHWAY, CASTING A GHASTLY **PALLOR** OVER EVERYTHING IT TOUCHES--

--BUT THE MEN WHO PLY THEIR SLEEK **EIGHTEEN-WHEELERS** ALONG THIS DESOLATE STRETCH HARDLY SEEM TO **NOTICE** THE ALL-PERVADING MIST.

BY NOW, THEY COULD PROBABLY TRAVEL THIS ROUTE IN THEIR **SLEEP**...

...AND THEY FREQUENTLY **FEEL** AS IF THEY'RE DOING JUST **THAT!**

Y'KNOW, MARTY-- YA REALLY HAFTA **RESPECT** SOMEONE LIKE **ROSIE!**

YEAH, TED. SEVEN **YEARS** SHE'S BEEN RUNNIN' THAT **DINER**-- AN' SHE STILL DON'T KNOW HOW T' MAKE **COFFEE!**

SHE MAKES A GREAT CUP'A **EMBALMIN' FLUID,** THOUGH. A COUPLE'A **SLUGS** OF THIS--

--AN' THEY CAN LAY YA OUT WIT' **LILLIES** ACROSS YER...

HUH??

HEY, MARTY-- DID'JA **SEE** THAT?

LOOKED LIKE SOME KIND'A **GLOWIN' BALL** FLOATIN' ALONG-SIDE US!

YA BEEN DRINKIN' TOO MUCH'A ROSIE'S **JAVA,** PAL. THERE AIN'T NOTHIN' **THERE!**

YEAH, I-- I GUESS I MUST'A BEEN...**NO!**

MARTY, IT-- IT'S **BACK!** AN' THIS TIME IT'S ON **YOUR** SIDE'A THE TRUCK!

IT MUST BE ONE'A THEM **UFO** THINGS...OR A **WILL-O'-THE-WISP** LIKE MY GRAN'MA USED TA TELL ME ABOUT--!

CRIPES! WHATEVER YA **DO,** MARTY-- DON'T **LOOK** AT IT! THEM THINGS CAN **HYPNOTIZE** YA INTA...

M-MARTY...?

TOO LATE! H-HE'S ALREADY UNDER ITS **SPELL!**

HIS **EYES** ARE AS EMPTY AS MY **WALLET**-- AN' HIS **HANDS** ARE GLUED TA THE **WHEEL!**

"HAVE TA MAKE HIM *LET GO!*

"GOTTA GET *CONTROL* OF THIS RIG-- BEFORE HE RUNS US OFF THE *ROAD!*"

WHICH IS PRECISELY WHAT *OCCURS* MERE MOMENTS LATER...

KWA-RAK!

TRANS-CON TRUCKING

...AND THE GLOWING BALL ARCS *SKYWARD* WITHOUT THE SLIGHTEST *HESITATION!*

AGONIZING *MINUTES* PASS AS THE RUINED TRUCK LIES *ALONE* BESIDE THE HIGHWAY, ITS *DRIVERS* SPRAWLED UNCONSCIOUS ACROSS THEIR SEATS...

...UNTIL, AT LAST, THE GLOWING BALL *RETURNS*--

--AND BEGINS TO TAKE THE FORM OF...A *MAN!*

THOSE TWO *TRUCKERS* WILL NOT RECOVER THEIR *SENSES* FOR HOURS...

...AND BY *THEN*, MY UNHOLY WORK WILL HAVE LONG SINCE BEEN *COMPLETED!*

I CAN STILL HARDLY BELIEVE THE *POWER* I POSSESS--! I'M NO LONGER ANYTHING *HUMAN!*

RRIPP!!

NO, I'M FAR MORE WHAT THAT UNFORTUNATE *DRIVER* CALLED ME...

...A CURSED *WILL-O'-THE-WISP!*

AND YET IF I EVER HOPE TO *REGAIN* MY LOST HUMANITY, I MUST DO WHAT I'VE BEEN *ORDERED* TO DO...

...NO MATTER HOW MUCH I MAY *DETEST* IT!

GENTLY, THE ETHEREAL FIGURE *TENDS* TO THE TWO INJURED DRIVERS, BANDAGING THEIR MINOR *WOUNDS*, MAKING THEM AS *COMFORTABLE* AS HE CAN...

...AND THEN, A *GLOWING BALL* STREAKS AWAY FROM THE WRECK-- TO BECOME *ONE* WITH THE SWIRLING NIGHT *SHADOWS!*

TRANS-CON TRUCKING

NOW, WHAT SAY WE FINALLY LOOK IN ON OUR EVER-LOVIN' **STAR**--AS HE STANDS BEFORE A BUSY FOREST HILLS **APARTMENT HOUSE** AND ASKS...

WHAT'S **WRONG**, MRS. WATSON? YOUR CALL SOUNDED SO **URGENT!** IS **AUNT MAY...?**

YOUR AUNT IS **FINE**, PETER...

...JUST A LITTLE BIT **OUT OF HER MIND!**

OH, **HELLO**, PETER DEAR. HELLO, MARY JANE.

THERE! DO YOU **SEE**, PETER? MAYBE **YOU** CAN TALK SOME SENSE INTO HER!

OLD PEOPLE HAVE RIGHTS TOO!!

AUNT... MAY...?

HEY, PRETTY LADY-- WHAT ARE YOU **DOING** OUT HERE, MARCHING THOSE DAINTY LITTLE **FEET** OFF?

I'M DOING WHAT I **HAVE** TO DO, PETER...

OLD PEOPLE HA... RI... TOO!!

...WHAT **ANY** SELF-RESPECTING CITIZEN WOULD DO IN THIS CASE!

WHICH IS **WHAT**, MRS. PARKER?

OUR **LANDLORD** IS TRYING TO ELIMINATE THE **RENT-CONTROL** ON THIS BUILDING-- AND WE'RE NOT GOING TO LET HIM **GET AWAY** WITH IT!

JUST BECAUSE MOST OF US ARE **GREY-HAIRED** AND **RETIRED** DOESN'T MEAN, THAT WE HAVEN'T ANY **RIGHTS** ANY MORE!

HEY, **EASY** NOW, MRS. P! WE'RE ON **YOUR** SIDE, REMEMBER?

SURE. IF YOU FEEL THAT **STRONGLY** ABOUT THIS, AUNT MAY, YOU JUST GET BACK TO THAT **PICKET LINE...** AND GIVE 'EM **HECK!**

I INTEND TO DO EXACTLY **THAT**, PETER.

YOU KEEP **BUNDLED UP** NOW, HEAR?

OKAY, EVERYBODY-- LET'S **HEAR** IT LOUD AND CLEAR!

WE WILL NOT BE MOVED!!

I CAN'T **BELIEVE** IT! MY OWN DOTING **AUNT...** A **GREY PANTHER!**

RIGHT ON, AUNT MAY!

OLD PEOPLE HAVE RIGHTS TOO!!

SOCK IT **TO** 'EM, KID!

Y'KNOW, IT'S **FUNNY.** I GUESS I'VE ALWAYS THOUGHT OF AUNT MAY AS THIS FRAGILE **CHINA DOLL** THAT ALWAYS HAD TO BE **PROTECTED** FROM LIFE'S LITTLE **SLINGS AND ARROWS...**

...AND NOW, JUST **LOOK** AT HER-- MORE **CIVICLY-INVOLVED** THAN I'VE **EVER** BEEN!

YEAH. YOUR AUNT'S ONE VERY **SPECIAL** LADY, TIGER.

WHICH MAKES ME **WONDER**--ALL THESE YEARS, I'VE NEVER TOLD HER I'M **SPIDER-MAN**, FOR FEAR HER WEAK **HEART** COULDN'T STAND THE **SHOCK**--!

MAYBE **NOW** IS FINALLY THE **TIME** TO...

PENNY FOR YOUR **THOUGHTS**, PETEY?

OH--UH-- **NOTHING**, MJ.

MY MIND JUST **WANDERED** FOR A...

HUH? MY **SPIDER-SENSE**-- IT'S STARTED **TINGLING!**

THERE'S SOMEONE ON THAT ROOFTOP-- **WATCHING** ME!

CAN'T MAKE OUT **WHO** IT IS FROM **HERE** BUT...

KNOCK, KNOCK, MR. PARKER... ANYBODY **HOME?**

SORRY, RED. DID IT **AGAIN**, DIDN'T I?

GUESS I HAVE A LOT **MORE** ON MY MIND THAN I **REALIZED**...

...LIKE FINDING OUT WHO'S **FOLLOWING** ME-- AND **WHY?**

YEAH, BROWN-EYES--I GUESS YOU **DO** AT THAT!

LOOK, MARY JANE, WOULD YOU MIND IF WE **DIDN'T** GO OUT FOR COFFEE AND DONUTS LIKE I **PROMISED** YOU?

I THINK WHAT I **REALLY** NEED RIGHT NOW IS A GOOD, LONG **WALK**...BY **MYSELF.**

SURE, TIGER--NO **HASSLE.** I'M CERTAIN, WHEN YOU'RE **DONE**, YOU'LL REALIZE THERE'S A WHOLE LOT **MORE** TO YOUR AUNT THAN YOU'VE EVER GIVEN HER **CREDIT** FOR.

AND SHE'S NOT THE **ONLY** ONE, RED-- YOU'RE QUITE A LOT OF LADY **YOURSELF!**

SEE YOU **SOON**, MJ... **OKAY?**

YOU JUST TRY KEEPING ME **AWAY.**

14 EAS

AND AS MARY JANE WATSON'S **BUS** PULLS AWAY FROM THE CURB...

THAT MYSTERIOUS ***WATCHER*** IS NOWHERE IN ***SIGHT***--

--BUT MY ***SPIDER-SENSE*** IS STILL ***TINGLING***--

--WHICH MEANS HE HAS TO STILL BE AROUND HERE ***SOME-PLACE!***

THE 64-THOUSAND-DOLLAR ***QUESTION*** IS--***WHERE?***

WELL, SINCE THE POWERS THAT BE LEFT THIS CONVENIENT DESERTED ***TENEMENT*** HANDY--

--I THINK IT'S TIME FOR CAPTIVATING COLLEGE STUDENT ***PETER PARKER*** TO TAKE HIS ***LEAVE*** FOR THE NONCE--

--SO THAT YOUR FRIENDLY NEIGHBOR-HOOD ***SPIDER-MAN*** CAN FIND OUT WHAT'S GOING...

OOPS.

SO, WEB-SLINGER-- WE'RE ***FACE-TO-FACE*** AT LAST!

I KNEW THAT IF I FOLLOWED THAT PUNK ***PARKER*** AROUND LONG ENOUGH, HE'D HAVE TO LEAD ME ***TO*** YOU!

YOU NEVER ***LEARN***-- DO YA, JONAH?

THIS GIZMO ISN'T ***REALLY*** ANOTHER ONE OF YOUR COCKAMAMIE ***SPIDER-SLAYERS***, IS IT?*

*JOLLY JONAH SENT EARLIER VERSIONS OF THE SPIDER-SLAYER AGAINST OUR HERO BACK IN ***SPIDER-MAN***#25 & 58. --LEN.

JOKE ALL YOU **WANT**, WEB-HEAD--BUT **THIS** TIME YOU WILL NOT **ESCAPE** ME!

ZAK!

CRIPES! MY WEBBING IS **INCINER-ATED** AS SOON AS IT **TOUCHES** HIM!

AND THAT'S JUST A **FRACTION** OF MY POWER, INSECT!

REALLY?

SO WHAT DO YOU DO FOR AN **ENCORE**, HOTSHOT? FRY A **THREE-MINUTE EGG** ON YOUR NOSE?

"NO, WALL-CRAWLER, I SIMPLY COOK YOUR **GOOSE**--

"--LIKE THIS!!"

THAT **LIGHT** ON HIS CHEST--SO **BLINDING**--!

CAN'T **SEE**--!!

PRECISELY AS I **PLANNED!** I HAVE THE EVIDENCE THAT **PROVES** WHO AND WHAT YOU REALLY **ARE**-- AND ONCE I **CAPTURE** YOU, I'LL... **HUH?**

H-HE DODGED MY **ATTACK**--! BUT **HOW**??

JUST TRUSTED MY SPIDER-SENSE TO **WARN** ME WHEN YOU GOT **CLOSE** ENOUGH, BRIGHT-EYES!

KWHAMM

I'LL GIVE YOU CREDIT FOR **ONE** THING THOUGH, JONAH--

--YOU'RE A GENUINE **GLUTTON FOR PUNISHMENT!**

NO! COME **BACK!**

MR. J, YOU HAVE GOT TO BE **KIDDING!**

I WARNED YOU ABOUT **OVER-REACTING**, JONAH-- AND NOW WE'VE **LOST** HIM!

BUT ONLY FOR THE **MOMENT**, MARLA! WE'LL HAVE **ANOTHER** CHANCE--

--AND **NEXT** TIME, WE WON'T **FAIL!!**

WHILE, SEVERAL MILES **SOUTH**, IN THE WILDS OF **FAR ROCKAWAY**...

SORRY TO BE SUCH A **WET BLANKET**, GUYS, BUT I'VE GOT A LOT OF THINGS **BUGGING** ME THESE DAYS...

...**PERSONAL** THINGS.

HEY, DON'T **WORRY** ABOUT IT, FLASH--WE **UNDERSTAND.**

BUT IF THERE'S ANYTHING WE CAN DO TO **HELP**...

HARRY? HARRY **OSBORN**? HEY, IS THAT **YOU**?

WHO...?

YEAH, I **THOUGHT** I RECOGNIZED YOUR CHARMING KISSER, HARRY. EVERYTHING GOING **OKAY**, PAL?

DOC, EVERYTHING'S GOING JUST **GREAT!**

HARRY, WHO **IS** THIS PERSON?

I'LL--UH--GO WARM UP THE **CAR**, GUYS.

"SWEETHEART, I'D LIKE YOU TO MEET **DR. BARTON HAMILTON!** THE GOOD DOCTOR IS MY **PSYCHO-ANALYST!**"

A PLEASURE TO **MEET** YOU, MY DEAR. I MUST SAY OUR HARRY SHOWS REMARKABLY GOOD **TASTE.**

HEY--**MOVE** IT, WILL YA?

DOC, I WANT **YOU** TO MEET **LIZ ALLEN**... THE GIRL I'M GOING TO **MARRY!**

SO SHE SAID **YES**, EH? LAST TIME WE SPOKE, HARRY--YOU **TOLD** ME YOU WERE GONNA **PROPOSE.**

CONGRATU-LATIONS, MS. ALLEN--YOU'VE GOT YOURSELF A **PRIZE CATCH!**

YOU'RE TELLING **ME**, DOCTOR?

AH--YOU GUYS READY TO **GO** YET?

THE IMPATIENT ONE IS **FLASH THOMPSON**, DOC--THE **ROOMMATE** I'VE TOLD YOU ABOUT.

ER... **HI.**

GOOD TO **SEE** YA, FLASH.

YOU ALL **TAKE CARE** NOW, HEAR?

WELL, FOLKS--THAT'S MY **THERAPIST.** QUITE A **GUY**, ISN'T HE?

OH, **I** DON'T KNOW... HE CERTAINLY **SEEMS** TOGETHER ENOUGH.

THEN MAYBE HE'S A MAN THAT **I** OUGHTA TALK TO AS WELL.

AND, OUTSIDE THE SUBURBAN HOME OF ONE **JOE ROBERTSON**...

I THOUGHT I WAS LONG **DONE** WITH THESE LATE NIGHT ASSIGNMENTS...

...BUT AS THE DAILY BUGLE'S **CITY EDITOR**, THIS IS **ONE** STORY I WANT TO CHECK OUT **MYSELF!**

A GLOWING BALL THAT **HIJACKS** TRUCKS ALONG THE NEW JERSEY COASTLINE IS MOST DEFINITELY **NEWS**--

--AND **NEWS** IS WHAT J. JONAH JAMESON PAYS ME TO FILL HIS **PAPER** WITH...

...THOUGH HE DOESN'T PAY ME NEARLY **ENOUGH!**

CAN I **QUOTE** YOU ON THAT, ROBBIE?

WHO--?!?

OH... IT'S **YOU.**

I WISH YOU'D **KNOCK** OR SOMETHING, WEB-SLINGER. I COULD HAVE DRIVEN US **BOTH** OFF THE ROAD!

HOW'D YOU GET **IN** HERE, ANYWAY?

WE ARACHNIDS ARE **DEVIOUS** TYPES, MR. R. MIND IF I ASK YOU A **QUESTION**?

SHOOT.

HAS YOUR PEERLESS PUBLISHER BEEN ACTING **STRANGELY** LATELY, ROBBIE--I MEAN, ANY STRANGER THAN **USUAL**?

NO...NOT **REALLY.** HE'S BEEN SPENDING A LOT OF TIME LOCKED IN HIS **OFFICE**, CACKLING OVER THE CONTENTS OF SOME **ENVELOPE** HE KEEPS LOCKED IN HIS **DESK**...

...BUT OTHERWISE, HE'S THE SAME SPARKLING PERSONALITY HE'S **ALWAYS** BEEN, CHEWING HIS **CIGAR** DOWN TO A NUB, THREATENING TO **FIRE** EVERYONE IN SIGHT.

NOT THAT I'D TELL YOU IF HE **WAS** ACTING ODDLY, WALL-CRAWLER! SOMETIMES, YOU **PRESUME** UPON OUR RATHER TENUOUS RELATIONSHIP FAR **TOO MUCH!**

THAT WAS MY **HOME** YOU SHOWED UP AT TONIGHT, SPIDER-MAN-- AND I'M NOT **HAPPY** ABOUT THAT...

...**NOT AT ALL!**

IF YOU WANT TO TALK TO ME IN THE **FUTURE**, MISTER--SEE ME IN THE **OFFICE**, UNDERSTAND?

LEAVE MY PRIVATE LIFE **ALONE!**

I-I'M **SORRY**, ROBBIE. I DIDN'T **MEAN** TO...

DON'T **APOLOGIZE**, WEB-HEAD-- JUST GET **OUT!**

ER--AH--THANKS FOR THE **LIFT**, ROBBIE.

AND THANKS FOR THE **INFORMATION.**

YOU'VE JUST TOLD ME EVERYTHING I NEEDED TO **KNOW!**

AND, IN SLIGHTLY MORE TIME THAN IT TAKES TO **TELL** OF IT, AT THE OFFICES OF THE **DAILY BUGLE**...

GOOD OL' JONAH, HE'S **ONE-OF-A-KIND!** HE LOCKS HIS **OFFICE DOOR**...LOCKS HIS **DESK**...LOCKS HIS **CIGAR BOX**...

...AND HE **FORGETS** TO LOCK HIS **WINDOW!**

NOT THAT A LOCKED **WINDOW** WOULD BOTHER ME ANY MORE THAN THAT LOCKED **DESK** WILL!

AND THE **CEILING** IS THE SAFEST PLACE TO...

CRIPES! I LEFT THE **DRAWER** OPEN. IF HE **NOTICES** IT...

FUNNY... THOUGHT I HEARD SOMEONE **MOVIN' AROUND** IN HERE.

GUESS I BETTER HAVE MY **HEARING AID** CHECKED!

A LITTLE PROPERLY-APPLIED **SPIDER-STRENGTH** AND... **BINGO!**

HERE'S THAT **ENVELOPE** ROBBIE MENTIONED.

IF JONAH REALLY HAS ANY SORT OF **EVIDENCE** AGAINST ME, IT'S BOUND TO BE IN **THIS!**

AND WHEN THE BEWILDERED WATCHMAN HAS LOCKED THE DOOR **BEHIND** HIM...

WHEW! IF THAT SHAVE HAD BEEN ANY **CLOSER**...

I'D BETTER GET **OUT** OF HERE WHILE THE GETTING IS **GOOD!**

BUT I'D BETTER NOT WASTE TIME LOOKING AT IT **HERE!** THE **NIGHT WATCH-MAN** IS LIABLE TO COME ALONG ANY...

KLAK! KLATCH!

UH-OH. HE'S HERE **NOW!**

GOTTA **DISAPPEAR**-- AND **FAST!**

WITH THE WAY MY **LUCK** USUALLY RUNS, I'D HAVE TO BE CRAZY TO **PRESS** IT!

THUS, MOMENTS LATER...

SOON AS I GET BACK TO *MY* PLACE, I'LL CHECK OVER JONAH'S SO-CALLED *EVIDENCE*--

-- AND THEN TRY TO FIGURE OUT WHAT TO *DO* ABOUT IT!

IF IT'S AS *STRONG* AS JAMESON SEEMS TO *THINK* IT IS, MY WHOLE *LIFE* MAY BE ON THE...

HUH? IT'S THAT *GLOWING BALL* FROM NEW JERSEY THAT *ROBBIE* WAS TALKING ABOUT!

BUT WHAT'S IT DOING FLOATING THRU *MANHATTAN*?

I'VE GOT MY *OWN* PROBLEMS TO WORRY ABOUT BEFORE...

AH WELL, I HAVEN'T GOT TIME TO GET *INVOLVED* WITH THAT *NOW!*

AH, WHO AM I *KIDDING*?

IF I DON'T FIND OUT WHAT THIS IS ALL *ABOUT*, I'M NOT GONNA *SLEEP* FOR A *WEEK!*

SO *WATCH OUT*, TINKERBELL-- HERE COMES THE WORLD'S *NOSIEST WEB-SLINGER!*

"IT'S MOVING AS IF IT HAS A DEFINITE *PURPOSE*, AS IF SOME INTELLIGENT FORCE WERE *DIRECTING* ITS ACTIONS OR...

"*CRIPES!* IT'S PASSING CLEAN *THRU* THAT BUILDING WALL-- WITHOUT *TOUCHING* IT!"

BUT WHEREVER *TINKERBELL* GOES, CAN EVERYBODY'S FAVORITE *WALL-CRAWLER* BE FAR BEHIND?

AH-*HA!* THE PLOT *THICKENS!* I COULD SWEAR OUR LITTLE GLOWING *BALL* IS TURNING INTO A *MAN!*

BUT IT'S *NOT* A MAN I *RECOGNIZE!*

RRAKK!

SO--AGAIN I AM A *THIEF!*

AGAIN I AM FORCED TO PERFORM AN ACT WHOLLY *REPELLENT* TO ME!

BUT WHAT OTHER *CHOICE* HAVE I?

PERHAPS, WHEN I'VE GIVEN HIM THESE *PLANS* HE'S DEMANDED, HE'LL FULFILL HIS PROMISE TO MAKE ME *HUMAN* ONCE MORE!

YES... PERHAPS.

HEY, HOW CAN YOU WORK IN THE *DARK* LIKE THAT?

HERE--LET'S SHED A LITTLE *LIGHT* ON THE SUBJECT!

KLIK!

HOLY SMOKE!

WH-WHAT IN HEAVEN'S NAME *ARE* YOU?

I SUPPOSE I AM MERELY A **WILL-O'-THE-WISP!**

ONCE I COULD HAVE ANSWERED THAT IN AN *INSTANT*, SPIDER-MAN, BUT NOW-- NOW I'M JUST NOT AT ALL *SURE!*

MERELY *THAT...* AND NOTHING *MORE!*

NOW *PLEASE*, MY FRIEND-- *STEP ASIDE!* I HAVE NO WISH TO *HARM* YOU!

GEE, I REALLY *APPRECIATE* THAT, DARK-EYES!

TOO BAD *I* CAN'T SAY THE *SAME!*

SPIDER-MAN-- WAIT! YOU DON'T UNDERSTAND--!

I UNDERSTAND ALL I HAVE TO... HUH?

I-- I'M GOING RIGHT THRU HIM--!?!

HOW'D YOU PULL THAT LITTLE STUNT, WISPY?

IT WAS NOT DIFFICULT FOR ONE WITH CONSCIOUS CONTROL OVER HIS VERY MOLECULES, MY FRIEND!

OH? THEN I'LL JUST HAVE TO MAKE YOU UNCONSCIOUS BEFORE YOU CAN...

RATS! HE'S DONE IT AGAIN!

I'D HOPED TO REASON THIS OUT WITH YOU, SPIDER-MAN, BUT IF MINDLESS VIOLENCE IS THE ONLY WAY TO GET THRU TO YOU...

...THEN VIOLENCE IS WHAT YOU SHALL HAVE!

BROK!

UUNNGGHH!!

H-HE'S GOT A PUNCH LIKE THE KICK OF AN ANGRY MISSOURI MULE!

SKRASSHH!

H-HEAD'S REELING-- CAN'T EVEN THINK STRAIGHT-- LET ALONE SEE WHERE TO FIRE MY WEBBING--!

LOOKS LIKE... HE'S FINISHED ME!

BUT EVEN AS THE STILL-DAZED WEB-SLINGER PLUNGES **GROUNDWARD...**

WHAT IN--?!?

IT APPEARS I MAY HAVE **MISJUDGED** MY WISPY FRIEND!

HE'S TURNED INTO A **GLOWING BALL** AGAIN -- COMPLETELY **ENVELOPING** ME...

...TRYING TO **SLOW** MY DESCENT ENOUGH FOR ME TO **REGAIN** MY SENSES!

HE'S **HELPED**--BUT NOT **ENOUGH!** I'M **STILL** GONNA BE SPLATTERED ALL OVER THE **LANDSCAPE...**

...UNLESS I BRING MY SPIFFY LITTLE **WEB-SHOOTERS** INTO PLAY-- AND **FAST!**

THWIP!

THWIP!

DESPERATELY, SPIDER-MAN **TWISTS** HIS AGILE BODY IN MID-AIR --

--THEN COMES THE INEVITABLE **IMPACT!**

BULLSEYE!

MY **WEB-MATTRESS** MANAGED TO **CUSHION** THE FALL JUST **ENOUGH!**

WHUMP!

NOW, MY FRIEND, CAN WE **DISCUSS** THIS SITUATION LIKE TWO **RATIONAL** PEOPLE?

I GUESS THAT'S THE **LEAST** WE CAN DO, WISPY-- SEEING HOW I **OWE** YOU MY... **EH?**

JONAH'S **EVIDENCE!** I MUST'VE **DROPPED** IT WHEN I **LANDED!**

IS SOMETHING **WRONG,** SPIDER-MAN?

30 Rockefeller Plaza

NOT A **THING**-- ONCE I PUT THIS LITTLE ENVELOPE **AWAY!**

THEN I'M AFRAID THERE *IS* SOMETHING WRONG, MY FRIEND...

...FOR THAT LOOKS LIKE THE ENVELOPE I'VE COME HERE TO *STEAL*...

...AND, ONE WAY OR *ANOTHER*, I'M GOING TO *HAVE* IT!

TH-THAT *GLOW* FROM HIS CHEST, IT'S--IT'S *HYPNOTIZED* ME!

I--I'M COMPLETELY *IMMOBILE!*

IF WISPY TAKES THIS *ENVELOPE* FROM ME AND FINDS OUT WHAT'S *INSIDE*, MY CAREER MAY WELL BE *OVER*--

NOW, MY FRIEND, WILL YOU HAND ME MY *ENVELOPE*-- AND I'LL BE ON MY *WAY!*

QUICKLY PLEASE, BEFORE... *EH?*

STOP--RIGHT WHERE YOU *ARE!*

--BUT THERE'S NO WAY I CAN *TELL* HIM THAT THIS DOESN'T BELONG TO *HIM!*

IT TOOK ME A WHILE TO *FIND* YOU AGAIN, WALL-CRAWLER--

--BUT THIS TIME, THE *SPIDER-SLAYER* IS GOING TO *FINISH* YOU!

SWELL! THAT'S ALL I *NEEDED!* I'M CAUGHT BETWEEN *TWO* OF THEM NOW--

--AND THERE'S NO WAY ON EARTH FOR ME TO *FIGHT BACK!*

NEXT ISSUE:

IF YOU THINK SPIDEY HAS TROUBLES *NOW*, HERE AT THE *ROCKEFELLER CENTER SKATING RINK*, WAIT'LL YOU SEE WHAT HAPPENS WHEN OUR HERO HITS *BROADWAY!* BE HERE FOR...

"WARFARE ON THE GREAT WHITE WAY!"

SPIDER-MAN

30¢ CC

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the AMAZING SPIDER-MAN®

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INTRODUCING THE MOST SENSES-SHATTERING NEW SUPER-STAR OF ALL!

SOME MEN CALL ME WILL-O'-THE-WISP!

BUT YOU CAN CALL ME DEATH!

SLAVE RIVER HAM A

OK

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

LEN WEIN WRITER/EDITOR | ROSS ANDRU ILLUSTRATOR | MIKE ESPOSITO EMBELLISHER | GLYNIS WEIN COLORIST | JOE ROSEN LETTERER | IRV FORBUSH REFEREE

MURDER ON THE WIND!

OKAY, BASICALLY THE PROBLEM IS **THIS:** OUR HERO HAS BEEN HYPNOTIZED INTO **IMMOBILITY** BY THE ETHEREAL FIGURE WHO CALLS HIMSELF **WILL-O'-THE-WISP**--AND NOW THEY HAVE **BOTH** BEEN UNEXPECTEDLY CONFRONTED BY J. JONAH JAMESON'S INCREDIBLE **SPIDER-SLAYER!**

GOT ALL THAT? GREAT! WE'LL **EMBELLISH** WHERE NECESSARY AS WE GO **GALLOPING ALONG!!**

OUT OF THE **WAY**, WHOEVER-YOU ARE--**THE WEB-SLINGER IS MINE!!**

I'M AFRAID I CANNOT **DO** THAT, MY FRIEND! SPIDER-MAN HAS STOLEN SOMETHING THAT **BELONGS** TO ME--

--AND I WILL NOT ALLOW YOU TO **TOUCH** HIM UNTIL I HAVE TAKEN IT **BACK!**

WELL, DON'T SAY I DIDN'T **WARN** YOU, MISTER!

...LEAST OF ALL, **YOU!!**

I'VE WAITED MOST OF MY **LIFE** TO PUT AN **END** TO THAT MISERABLE **WALL-CRAWLER**--

--AND **NOTHING** IS GOING TO **STOP** ME, NOW THAT I'M THIS **CLOSE**...

HUH? THAT BLINDING **CHEST-LIGHT** OF JONAH'S... STRIKING ME SQUARE IN THE **FACE**...!

SOMEHOW... IT'S **BROKEN** WISPY'S HYPNOTIC **SPELL!**

JUMPING JUPITER! WHAT KIND OF CHARACTER **ARE** YOU?

THE SPIDER-SLAYER IS PASSING CLEAR **THRU** YOU--!

AND HEADING STRAIGHT AT **ME!**

AND SINCE I DON'T **SHARE** WISPY'S ABILITY TO CONSCIOUSLY **CONTROL** HIS VERY **MOLECULES**--

WHUD!

--I GUESS I'LL JUST HAVE TO RELY ON THE **SPIDER-SKILLS** THAT HAVE MADE ME THE **IDOL OF MILLIONS!**

DOROTHY HAMILL, EAT YOUR **HEART** OUT!

WHAT--?!? THE WEB-SLINGER'S **KICK**-- IT'S KNOCKED ME **OFF-BALANCE**--!

SENT ME REELING BACK INTO...

WHAT?!?

WHUDD!

LOOK OUT, YOU FOOL!

IT'LL TAKE JONAH AND WISPY SEVERAL SECONDS TO PULL THEMSELVES TOGETHER AGAIN--

--WHICH GIVES ME JUST ENOUGH TIME TO COVER MYSELF!

SINCE I CAN'T CONVINCE WISPY THAT THIS ENVELOPE I--AH--"BORROWED" FROM JAMESON'S OFFICE IS NOT THE ONE HE TRIED TO STEAL*...

*BOTH EVENTS WERE DISPLAYED IN DRAMATIC DETAIL LAST ISH, --LEN.

...MY BEST BET IS TO GET IT OUT OF SIGHT UNTIL I CAN STRAIGHTEN OUT THIS MESS!

THWAK!

THERE! JONAH NEVER EVEN NOTICED I WAS HOLDING AN ENVELOPE, SO ALL I HAVE TO DO IS TAKE CARE OF WISPY...

...UNLESS, OF COURSE, THE TWO OF THEM MANAGE TO TAKE CARE OF EACH OTHER FOR ME!

I HAVE NO WISH TO FIGHT YOU, STRANGER!

STILL, IF I AM FORCED TO DO BATTLE, I SHALL...

AARRGGHH!!

MY HEAD...THE UNBEARABLE AGONY...!

BUT IT'S TOO SOON... TOO SOON!!

IN AN INSTANT, THE ETHEREAL FIGURE IS **TRANSFORMED** ONCE MORE INTO A BLINDING **BALL OF LIGHT...**

HEY-- WISPY'S **GONE!**

AND EVEN AS THE GLOWING SPHERE STREAKS **SKYWARD...**

WELL, JONAH OL' BUDDY, LOOKS LIKE IT'S JUST **YOU** AND **ME** AGAIN--

WHUDD!

--SO WHAT SAY WE TRY TO GET THIS OVER WITH **QUICKLY,** HUH?

CURSE YOU, WALL-CRAWLER YOU'VE SENT ME **SKIDDING** ACROSS THIS BLASTED **ICE** AGAIN...

...BUT **THIS** TIME, WHEREEVER **I** GO, YOU'RE COMING **WITH** ME...

UH-OH.

...EVEN IF IT'S CLEAR THRU THE FLAMING **GATES OF HADES!!**

SOMEHOW, JONAH, I DOUBT THE **MANAGEMENT** OF THIS RESTAURANT IS GONNA BE VERY **PLEASED** WITH YOUR IMPROMPTU **REVIEW!**

SKRASH!

DON'T PLAY **DUMB** WITH ME, WEB-SLINGER!

SO WHO'S **PLAYING?**

BAH! ALL THE **SARCASM** IN THE WORLD WON'T **SAVE** YOU FROM ME, INSECT! MY **SPIDER-SLAYER** WAS DESIGNED TO **COUNTERACT** YOUR EVERY **MOVE!**

THWISH!

SO LET'S SEE HOW YOU KEEP YOUR FOOTING ON THIS **OIL SLICK!!**

CRUMBS!

LOOKS LIKE JONAH HAS LEARNED HOW TO **HANDLE** HIS LATEST ROBOT SINCE OUR **FIRST** ENCOUNTER **EARLIER** TODAY!*

*AGAIN, LAST ISSUE.--AGAIN LEN.

JUST **STAY** RIGHT WHERE YOU **ARE**, WEBHEAD--

--AND I'LL PUT YOU ON ICE **PERMANENTLY!!**

SO WHAT **ELSE** IS NEW?

FACE IT, JONAH-- YOU'VE BEEN GIVING ME THE **COLD SHOULDER** FOR YEARS!

THWIP!

THWIP!

JONAH'S **CHARGING** AT ME LIKE A **MAD BULL**...

...SO IF I CAN TIME THIS WEB-SHOT JUST **RIGHT**...

...I CAN GET A **JUMP** ON BIG J BEFORE HE EVEN REALIZES WHAT **HIT** HIM!

WEBBING UP ONE OF MY **VIDEO-SCREENS** WON'T HELP YOU, SPIDER-MAN!

THIS ROBOT WAS CONSTRUCTED TO SEE IN **ANY DIRECTION!**

ONCE I PULL THIS SICKENING **GLOP** OF YOURS OFF OF MY **FACE**, I'M GOING TO...

OH... NO...

SPIDER-MAAAAAN!!

I SWEAR I'M GOING TO GET YOU FOR THIS!!

SPRAAAAAAAAAG!

FOR ONE INTERMINABLE MOMENT, THE GIANT STATUE OF **PROMETHEUS** THAT CROWNS THE ROCKEFELLER PLAZA SKATING RINK TOTTERS **DRUNKENLY**...

...THEN IT TOPPLES HEAVILY FORWARD, **PINNING** THE STRICKEN **SPIDER-SLAYER** BENEATH ITS OPPRESSIVE **WEIGHT!**

I WOULDN'T TRY OUT FOR THE 1980 **OLYMPIC WRESTLING TEAM** IF I WERE YOU, JONAH!

SPIDER-MAN-- COME **BACK** HERE!

FRANKLY, MISTER-- YOU JUST DON'T HAVE THE **MOVES!!**

BUT, HIS MYSTERIOUS **ENVELOPE** ONCE MORE CLUTCHED SAFELY IN HAND, SPIDEY IS ALREADY WELL OUT OF **HEARING RANGE!**

AND, IN THE EMPIRE STATE UNIVERSITY LABORATORY OF **DR. MARLA MADISON**, THE FRUSTRATED PUBLISHER OF THE DAILY BUGLE **TEARS** A CERTAIN PSYCHO-CYBERNETIC HELMET FROM HIS HEAD IN IMPOTENT **RAGE!**

I WAS SO BLASTED **CLOSE** I COULD ALMOST **TASTE** THE VICTORY!

NOW DO YOU HAVE ANY IDEA WHAT IT'S GOING TO **COST** ME TO HAVE THAT SKATING RINK **REPAIRED**, MARLA?

AND I DON'T EVEN HAVE SPIDER-MAN TO **SHOW** FOR IT!

BUT A TRUE SCIENTIST **LEARNS** FROM ALL MISTAKES, JONAH.

WE'LL **RESTRUCTURE** THE SPIDER-SLAYER-- MAKE IT MORE **POWERFUL** THAN EVER! THE NEXT TIME WE HUNT SPIDER-MAN, WE'LL BE **READY** FOR HIM!

I STILL THINK I SHOULD HAVE STAYED IN **BED!**

SHORTLY, ON THE TAR-PAPERED ROOF OF PETER PARKER'S RUNDOWN **APARTMENT BUILDING** IN MANHATTAN'S CHELSEA DISTRICT...

I'VE CUT THINGS **CLOSE** BEFORE-- BUT RARELY **QUITE** AS CLOSE AS **TONIGHT!**

IF JONAH HAD **RECOGNIZED** THAT ENVELOPE AS THE ONE HE KEEPS **LOCKED** IN HIS OFFICE **DESK**--

--THE ENVELOPE THAT CONTAINS HIS SO-CALLED **EVIDENCE** AGAINST SPIDER-MAN--

--I'D HAVE BEEN UP THE CREEK **WITHOUT** THE PROVERBIAL **PADDLE!**

ESPECIALLY SINCE I STILL HAVEN'T HAD A CHANCE TO LOOK **INSIDE** AND SEE WHAT JONAH HAS **AGAINST** ME!

BUT THAT'S A LITTLE PROBLEM I CAN RESOLVE **RIGHT NOW!**

I'LL JUST OPEN THE ENVELOPE **CAREFULLY** AND TAKE A LITTLE **LOOK** AT...

OH... MY... LORD...

THESE ARE PHOTOS OF **ME**-- AND THAT DUPLICATE **CLONE** THAT THE **JACKAL** USED AGAINST ME!*

BUT WHERE IN PITY'S NAME DID THEY **COME** FROM?

*BACK IN **SPIDER-MAN*** 149, RIGHT?-- LEN.

I...I **REMEMBER** NOW!

I THOUGHT I SENSED SOMEBODY **WATCHING** ME WHEN I **DISPOSED** OF THE CORPSE AT THAT **IN-CINERATING PLANT** OUT IN BROOKLYN!*

IF YOU DON'T BELIEVE SPIDEY, JUST CHECK OUT ISSUE 151, PAGE 2, PANEL 5, AND SEE FOR **YOURSELF.**--PLAN-AHEAD LEN.

BUT WHO IS **RESPONSIBLE** FOR THIS?

WHY DID HE SEND THESE PHOTOS TO **J. JONAH JAMESON**?

AND, MOST IMPORTANTLY OF **ALL**-- WHAT AM I SUPPOSED TO DO **NOW**?

WHILE, IN A TENEMENT LOFT **UPTOWN**...

I'VE ALREADY **TOLD** YOU--I DON'T **HAVE** THE CURSED **PLANS** YOU SENT ME FOR!

YOUR **RECALL DEVICE** FORCED ME TO **RETURN** HERE BEFORE I COULD RECOVER THEM FROM **SPIDER-MAN!**

I **DO** HOPE YOU'RE TELLING ME THE **TRUTH**, MY FRIEND!

REMEMBER, IF I FIND YOU ARE **LYING** TO ME...

...**JONAS HARROW** STILL HOLDS THE POWER TO **DESTROY** YOU!

AS I'VE EXPLAINED, DOCTOR--IT IS **SPIDER-MAN** WHO IS RESPONSIBLE FOR MY **FAILURE**...

SPIDER-MAN--AND YOUR OWN **OVER-ANXIOUSNESS!**

SPIDER-MAN!! WHY MUST THAT NAME ALWAYS **HAUNT** ME?

HE HAS DEFEATED BOTH **HAMMERHEAD** AND THE **KANGAROO**--MY TWO GREATEST **RE-CREATIONS***--AND NOW HE HAS THWARTED **YOU!**

BUT NEVER **AGAIN!** BEFORE WE CONTINUE TO EXECUTE MY **MASTER PLAN**, WE MUST FIRST EXECUTE THAT CURSED **WALL-CRAWLER!**

AND **YOU**, MY FRIEND, SHALL BE THE ONE TO CARRY OUT HIS **EXECUTION!**

*AS WITNESSED IN **SPIDER-MAN** #144 & 126. --LEN.

WHAT? ARE YOU OUT OF YOUR **MIND?**

MY AGREEMENT TO **WORK** WITH YOU DID NOT INCLUDE **MURDER!!**

PERHAPS, MY FRIEND...

...BUT NEED I REMIND YOU OF THE MIND-SHATTERING **AGONY** THAT AWAITS YOU SHOULD YOU **REFUSE** MY COMMAND?

N-NO! NOT **THAT!** IT WOULD **DESTROY** ME!

THE CHOICE IS **YOURS** THEN, ISN'T IT?

ALL RIGHT, DOCTOR... I WILL **DO** AS YOU SAY...

...EVEN THOUGH IT COSTS ME MY VERY **SOUL!**

AND, IN PETER PARKER'S MAKESHIFT DARKROOM...

WELL, I'VE DONE JUST ABOUT EVERY-THING I CAN DO HERE.

IF THIS COCK-EYED SCHEME I'VE CONCOCTED DOESN'T WORK, I'LL JUST HAVE TO FACE THE MUSIC... EVEN IF IT'S A FUNERAL DIRGE!

I'LL LET THOSE NEGATIVES DRY-- THEN RETURN THE PHOTOS TO JAMESON'S DESK BEFORE HE DISCOVERS THEY'VE BEEN GONE!

AFTER THAT, ALL I CAN DO IS PRAY!

HEY--YOU WANT MILK OR LEMON WITH YOUR TEA, BROWN-EYES?

HUH? M-MARY JANE WATSON?!?

WHAT ARE YOU DOING HERE? HOW'D YOU GET IN?

I THOUGHT THAT'S WHY YOU GAVE ME THAT KEY, TIGER.

I HEARD YOU PUTTERING AROUND IN YOUR DARK-ROOM, AND DIDN'T WANT TO DISTURB YOU--SO I PUT UP TEA FOR TWO!

PRETTY LADY, YOU COULDN'T DISTURB ME IF YOU TRIED!

GLAD TO HEAR THAT, HANDSOME. I'D HATE TO THINK I'D WASTED A PERFECTLY GOOD TEABAG!

HONESTLY, RED-- I'M GLAD YOU DROPPED BY. I COULD USE SOME GOOD COMPANY ABOUT NOW...

...AND I CAN'T THINK OF ANY BETTER COMPANY THAN YOURS!

MR. PARKER, YOU DO SAY THE SWEETEST THINGS.

I'D SAY WE DEFINITELY OUGHT TO EXPLORE THIS SITUATION IN GREATER DETAIL BEFORE WE...

WHEEEEET!

OH, RATS! THE TEA-KETTLE IS WHISTLING! NOW WHAT DO I DO?

LET IT WHISTLE, MARY JANE... JUST LET IT WHISTLE!

SOMETIME LATER...

THERE'S NO *LIGHT* ON IN JAMESON'S OFFICE-- BUT I GUESS THAT WAS TO BE *EXPECTED!*

IT'S BOUND TO TAKE HIM *HOURS* TO GET HIS *ROBOT* OUT FROM UNDER THAT *STATUE.*

MAN, I'D HAVE GIVEN ANYTHING TO SEE HIS *FACE* WHEN HE TRIED TO *EXPLAIN* THINGS TO THE *POLICE!*

HIS LOCKED *WINDOW* GAVE ME NO MORE TROUBLE THAN IT DID *EARLIER* TONIGHT*--

--AND THIS WEB-FORMED *LOCKPICK* WILL HELP ME OPEN JONAH'S DESK DRAWER WITHOUT LEAVING ANY TELL-TALE *SCRATCHES!*

*LAST ISSUE, RIGHT? -- THE LIVELY ONE.

NOW ALL I HAVE TO DO IS PUT THIS *ENVELOPE* BACK EXACTLY AS I *FOUND* IT--

--AND THEN BEAT AN ARTFUL *RETREAT,* BEFORE I PUSH MY *LUCK* RIGHT OVER A *CLIFF!*

WELL, THAT *DOES* IT! THE ENVELOPE IS *BACK*... THE DESK IS *LOCKED*...AND I'LL CLOSE THE WINDOW *BEHIND* ME.

FROM HERE ON *IN,* THE BALL IS IN *JAMESON'S* COURT!

EVERYBODY'S FAVORITE *NEWSPAPER PUBLISHER* HAS BEEN TRYING TO *HANG* ME FOR YEARS.

ALL I HAVE TO DO *NOW* IS GIVE HIM ENOUGH *ROPE*-- AND HOPE THAT HE HANGS *HIMSELF!*

MOMENTS LATER, HIGH ABOVE TIMES SQUARE...

MAN, I'D SURE LOVE TO KNOW WHAT JAMESON HAS BEEN THINKING SINCE HE GOT THOSE PHOTOS!

DID HE FIGURE I'D KILLED PETER PARKER AND TAKEN HIS PLACE OR...

HOLY SMOKE! THAT BALL OF LIGHT--ATTACK-ING ME!?!

THE WILL-O'-THE-WISP IS BACK... BUT WHY??

Winston

I ASSURE YOU, MY FRIEND... IT IS NOT OF MY OWN CHOOSING!

I DO NOW WHAT I MUST DO-- IF I EVER HOPE TO REGAIN MY LOST HUMANITY!

LOOK, WISPY, IF YOU'VE GOT A PROBLEM... MAYBE I CAN HELP!

NO, SPIDER-MAN, I'M AFRAID THERE IS NOTHING YOU CAN DO TO HELP ME...

POW!

...EXCEPT DIE!!

WELL, I'D LIKE TO OBLIGE YOU, WISPY...

GORDON'S

...BUT I HAVE THIS UNFORTUNATE AVERSION TO PASSING THRU THOSE PEARLY GATES TOO SOON BEFORE MY TIME!

THEY SAY IT'S JUST ABOUT IMPOSSIBLE TO FIND PARKING THERE!

I IMPLORE YOU, SPIDER-MAN-- DON'T MAKE THIS ANY MORE DIFFICULT FOR ME THAN IT ALREADY IS!

HUH? I KNOCK HIM INTO ONE OF THIS BILLBOARD'S SMOKE-HOLES AND HE COMES OUT THE OTHER ONE-- HALF A BLOCK AWAY!

VICTOR

WHAT IS THIS GUY MADE OF, ANYWAY?

WELL, I GUESS THERE'S ONLY *ONE WAY* TO FIND OUT FOR *SURE!*

YOU JUST STAND RIGHT *THERE* FOR A SECOND, WISPY--

--AND THEN YOU AND ME ARE GONNA HAVE US A LITTLE *TALK!*

Winston

GORDO

BIGGEST SELLING GIN IN ENGLA

42

BAD SCENE

OND

LOTHES

NOT SO LONG AS I CAN MAKE MYSELF *IMMATERIAL* ENOUGH TO SLIP THRU YOUR VERY *GRASP*, MY FRIEND!

CRIPES! WISPY'S SUDDEN TRANSFORMATION THREW ME *OFF-BALANCE!*

I'VE LANDED SMACK IN THE *MIDDLE* OF TIMES SQUARE *TRAFFIC...*

SAFE! BUT I'LL TELL YA-- THAT SORT OF *EXERCISE* CAN TURN YOUR HAIR TERMINALLY *WHITE* AT A VERY EARLY *AGE!*

LOOKS LIKE WISPY FLOATED *OFF* AGAIN BEFORE HE EVER HIT THE *STREET*--

SONY

Canadian Club

Coca-Cola

...NOT BY A *LONG* SHOT!

LOOK AT HIM-- STANDING STEADFAST IN THE STREET, PREPARED FOR *ANYTHING!*

DESPITE EVERYTHING THE NEWSPAPERS *SAY* ABOUT HIM, THERE IS AN INNATE *NOBILITY* TO SPIDER-MAN!

HAVE I TRULY BECOME SO *INHUMAN* THAT I COULD *SLAY* SUCH A MAN?

--AND *THAT* CAN BE FAR MORE *DEADLY* THAN ALL THE *SUPER-VILLAINS* IN THE WORLD *COMBINED!*

--BUT SOMETHING TELLS ME OUR LITTLE "DISCUSSION" ISN'T *OVER* YET...

NO, DESPITE DR. HARROW'S *THREATS*, I CANNOT *DO* IT!

PERHAPS THERE IS SOME WAY FOR ME TO *ESCAPE* BEFORE...

NO.

"IT'S **HARROW** ...WAITING IN THAT **CROWD** THAT HAS GATHERED **BELOW** ME!

"**CURSE** THE MAN! WITH HIM IN SUCH CLOSE **PROXIMITY**, THERE IS NO WAY I CAN **DEFY** HIS ORDERS WITHOUT SUFFERING MY OWN **DESTRUCTION!**"

I'LL HAVE TO...

UUNNFF!!

DON'T KNOW WHAT KEPT YOU SO **PREOCCUPIED**, WISPY--

--BUT THANKS FOR STANDING **STILL** LONG ENOUGH FOR ME TO GET A **GRIP** ON YOU!

A SHARP **CHILL** RUNS THRU THE WEB-SLINGER AS HE PLUNGES **STREETWARD** WITH HIS ETHEREAL ADVERSARY--

PERHAPS IT IS THE TERRIBLE **SADNESS** MIRRORED IN THE MISTY FIGURE'S DARK EYES-- COUPLED WITH MORE THAN A TINGE OF **REGRET!**

--FOR THERE IS SOMETHING STRANGELY **UNNERVING** ABOUT THE WILL-O'-THE-WISP, SOMETHING THAT IS **BEYOND** SPIDER-MAN'S UNDERSTANDING!

YOUR **PERSISTENCE** IS MOST **ADMIRABLE**, MY FRIEND-- BUT **FUTILE!**

Felschmeels

ORANGE JULIUS

NO **WAY**, WISPY! THIS TIME, I'M GOING TO...

RATS! I WISH YOU'D STOP **DOING** THAT!

YOUR **DISAPPEARING ACT** MAKES ME FEEL LIKE I'M FIGHTING A **BAD DREAM!**

IN A **WAY**, MY FRIEND-- THIS IS **ALL** A BAD DREAM!

THERE'S AN EASY WAY TO PUT AN **END** TO IT, DARK-EYES! JUST TURN AND WALK **AWAY!**

I GUARANTEE I WON'T TRY TO **STOP** YOU!

I TRULY WISH I **COULD**, SPIDER-MAN-- BUT I AM AFRAID THERE IS ONLY **ONE WAY** THIS CONFLICT CAN **END!**

NUH-UH! I'M NOT FALLING FOR THAT HYPNOSIS STUNT TWICE IN ONE...

OBOY.

SO NOW WHAT DO I DO? I CAN'T RISK HURTING ANY OF THESE PEOPLE-- SINCE THEY'RE ONLY FOLLOWING WISPY'S HYPNOTIC COMMANDS!

I'LL JUST HAVE TO GAIN SOME SOLID FOOTING AND GET OUT OF HERE BEFORE MY ADORING PUBLIC TEARS ME APART!

NOW I KNOW HOW PAUL McCARTNEY MUST FEEL WHEN HE GETS CORNERED BY A PACK OF HOWLING FANS!

EXCUSE ME, FATHER DUFFY-- BUT I'LL HAVE TO BORROW YOUR CROSS WHILE I LOOK FOR...

HEY, THERE HE IS-- ATOP THAT NEON SIGN!

WHY, MY FRIEND?

WHY DO YOU RUSH HEADLONG TOWARDS YOUR OWN DESTRUCTION?

OH, I DON'T KNOW-- DON'T HAVE ANYTHING BETTER TO DO, I GUESS!

OR MAYBE I JUST DON'T LIKE JOKERS WHO MAKE VICTIMS OUT OF INNOCENT PEOPLE!

WE ARE ALL VICTIMS TO SOME DEGREE, MY FRIEND!

MYSELF FAR MORE THAN MOST!

WHAT DO YOU WANT, WISPY-- A CRYING TOWEL?

NO-- JUST A LITTLE UNDERSTANDING, PERHAPS.

BUT YOU ARE RIGHT, SPIDER-MAN-- I WAS WRONG TO INVOLVE ANY INNOCENTS IN OUR PRIVATE STRUGGLE!

THUS, LET US TAKE OUR BATTLE WHERE NO INNOCENT CAN FOLLOW!

ACTUALLY, THIS IS ALL MOST ***IRONIC*** IN ITS WAY, MY FRIEND.

I ***TOO*** WAS SOMEWHAT INNOCENT UNTIL THE CURSED ACCIDENT THAT ***DESTROYED*** THE NATURAL ***MAGNETIC ADHESION*** OF MY BODY'S VERY ***MOLECULES***--

--SO THAT I MUST NOW QUITE LITERALLY ***HOLD MYSELF TOGETHER*** THRU SHEER FORCE OF ***WILL!***

EVERY TIME I TURN ***INTANGIBLE***, I RUN THE RISK OF LOSING ***CONTROL***--AND FADING AWAY ***FOREVER!***

THEN WHY DON'T YOU GIVE THIS ***UP***, WISPY-- BEFORE IT'S ***TOO LATE?***

Canadian Club

LEARN to DRIVE

AUTOMOBILE CLUB of AMERICA

Coca Cola

IT IS ***ALREADY*** FAR TOO LATE, SPIDER-MAN-- FOR, IN SEEKING A ***CURE*** TO MY CONDITION, I FELL IN WITH A CERTAIN DISREPUTABLE ***SCIENTIST*** WHO EMPLANTED A SMALL ***DEVICE*** IN MY SKULL!

SONY

HE HAS ORDERED ME TO ***SLAY*** YOU, MY FRIEND, AND IF I DARE ATTEMPT TO ***DISOBEY*** HIM--

--HE WILL ***ACTIVATE*** THAT DEVICE, AND ***SCATTER*** MY ATOMS ACROSS THIS ENTIRE ***CITY!***

THEN MAYBE THE ***TWO*** OF US CAN ***FIGHT*** HIM, WISPY!

NO! THAT'S ***IMPOSSIBLE!***

YOU'VE NEVER FELT THE OVERWHELMING ***AGONY*** THAT MAN CAN INFLICT!

MAYBE ***NOT***--BUT ***YOU'VE*** NEVER FELT THE ***BUSTED JAW*** YOURS TRULY CAN INFLICT ***EITHER!***

YOU'D BETTER ***QUIT***, WISPY-- WHILE YOU STILL ***CAN!***

THEN I FEAR THE FINAL DIE HAS BEEN ***CAST***, MY FRIEND...

...AND THE TIME HAS COME TO PUT AN ***END*** TO THIS TRAGIC BATTLE!

AARRGGHH!!

I BEG YOU, MY FRIEND -- DO NOT STRUGGLE!

IN JUST A FEW MOMENTS, THE ELECTRICAL ENERGY PASSING THRU MY BODY WILL SEND YOU TO YOUR FINAL SLEEP!

THHHHINK, WISSSSPY... THHHHINK! YOU GGGGO THHHHRU WITHHHH THISSSS...

---ANNNND YOU'VVVVE LOSSSST YOUR HUMANITY FOREVVVVER... NO MMMMATTER WHHHHAT HAPPENS NEXXXXT!

DON'T YOU UNDERSTAND? I HAVE NO CHOICE!!

YOU ALLLWAYSSSS HAVVVVE A CHOICCCCE...

...SSSSOMETIMESSSS YOU JUSST CAN'T RECOGNIZZZZE IT!

WHAT ARE YOU WAITING FOR, CURSE YOU!

KILL THAT MISERABLE WALL-CRAWLER! KILL HIM NOW!!

AND AS IF IN ANSWER...

NO! I CAN'T GO THRU WITH IT! WHATEVER ELSE I MAY BE...WHATEVER I HAVE BECOME...

...I...AM... NOT...A... MURDERER!!

BUT YOU, YOU MONSTER--YOU TRIED TO DESTROY WHAT LITTLE HUMANITY I HAD LEFT...

...AND FOR THAT, YOU ARE GOING TO PAY!!

AAARRRR

...UNTIL THE ETHEREAL AVENGER'S SHOUT OF **FURY** BECOMES A CRY OF **PAIN**...

HOWLING LIKE AN **ANIMAL**, THE WILL-O'-THE-WISP **HURLS** HIMSELF AT A SHADOWY **FIGURE** IN THE CROWD **BELOW** HIM--

--AND, FEARFULLY, DR. JONAS HARROW **PRESSES** THE SMALL DEVICE IN HIS TOP-COAT POCKET AGAIN AND **AGAIN**...

...AND THE **NIGHT-MARE** WHICH HE HAS **FEARED** FOR SO LONG BECOMES A HORRIBLE **REALITY!**

FOR, WITHOUT TOTAL **CONCEN-TRATION** TO HOLD HIS MOLECULES **TOGETHER**, THE WILL-O'-THE-WISP SIMPLY **FALLS APART**...

...AND **BLOWS AWAY!**

SWEET LORD, WISPY'S **GONE!**

...BUT MY SPIDER-SENSE IS STILL **TINGLING**, AS IF IT WERE TRYING TO **WARN** ME ABOUT SOMETHING!

IF I DIDN'T **KNOW** BETTER...

...I'D SWEAR IT WAS TRYING TO POINT OUT SOMEONE IN THAT **CROWD!**

BUT THAT'S **RIDICULOUS!**

THERE'S **NOBODY** DOWN THERE WHO COULD POSE ANY THREAT TO **ME!**

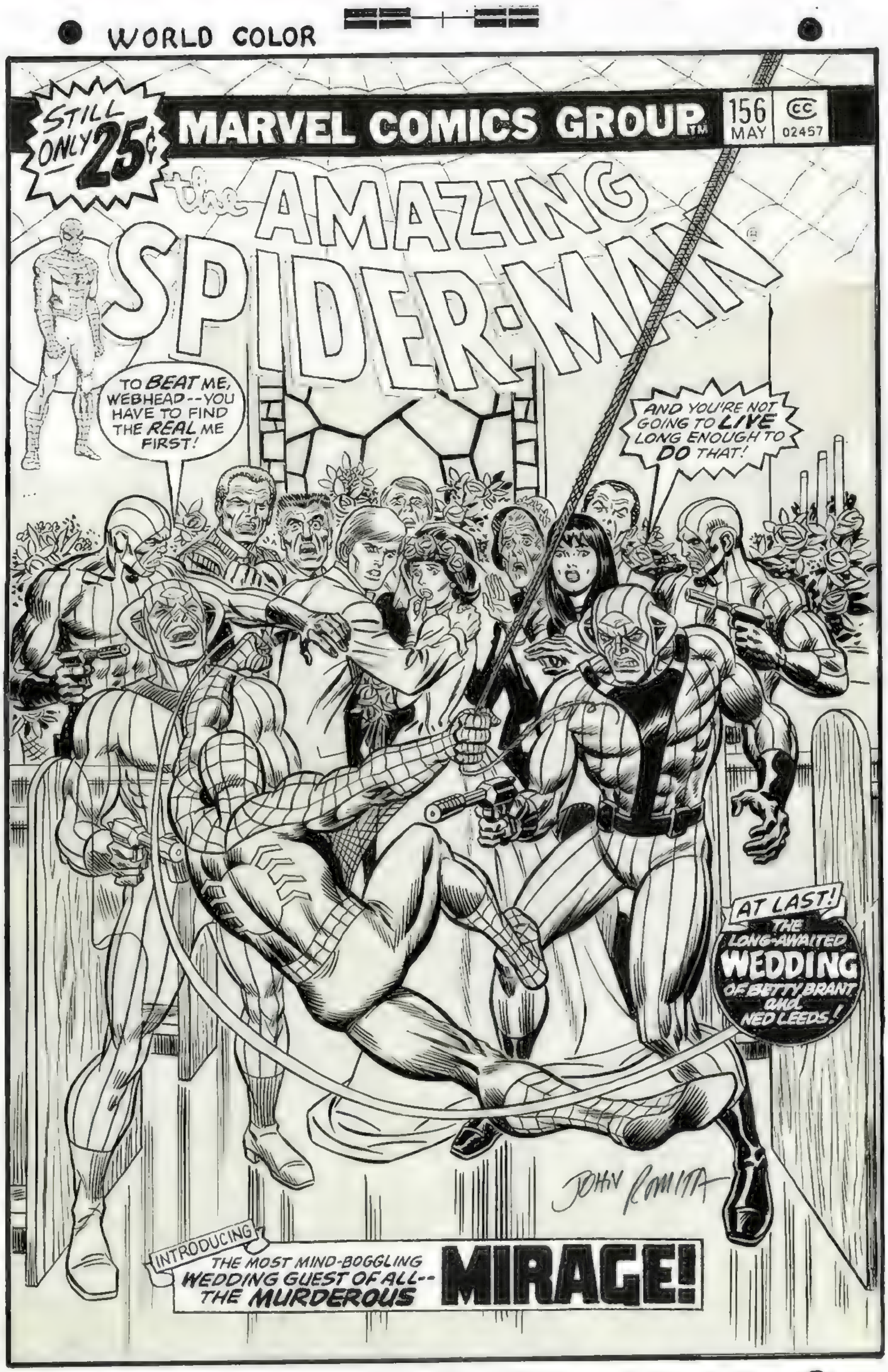
NEXT ISSUE:

IT'S THE **PHOTO-FINISH** OF THE CONFLICT BETWEEN J. JONAH JAMESON AND PETER PARKER! PLUS, THE MOST **UNEXPECTED** SUPER-FOE OF THE MONTH! BE HERE FOR...

"CONFRONTATION!"

WE PROMISE YOU WON'T **REGRET** IT!

The Amazing Spider-Man #156 cover original art
by John Romita



Courtesy Heritage Auctions

The Amazing Spider-Man #158, page 1 original art
by Ross Andru & Mike Esposito

Courtesy Heritage Auctions

The Amazing Spider-Man #163, page 13 original art
by Ross Andru & Mike Esposito

Courtesy Heritage Auctions

BIOGRAPHIES

LEN WEIN

Len Wein's career is highlighted by successes from Swamp Thing to the "All-New, All-Different" X-Men, but few fans know that the award-winning writer and editor started out as a comic-book artist.

As a teenager, Wein was tied to the hip with fellow fanzine writer Marv Wolfman, regularly skipping school to tour the DC Comics offices. After building a rapport with artists and execs like Dick Giordano, Carmine Infantino and Joe Orlando, Wein was able to credibly pitch to the editors. Though his artwork was politely passed upon, a script for *House of Mystery* was accepted and a career as a writer was born. Len attacked his new occupation with gusto, writing for DC, Marvel, Gold Key and Skywald, on everything from Western to horror, and licensed properties from Hot Wheels to Star Trek.

Although his desired career as an artist didn't quite pan out, it did give Wein insight into his collaborator's creative process and helped him garner acclaim as a writer that was "easy to draw." After super-hero work in the early '70s (Daredevil, Superman, Flash), he and artist Bernie Wrightson launched horror mainstay Swamp Thing in the pages of *House of Secrets* #92. Other notable achievements from his tenure at DC include a run on *Justice League of America* and the debut of the Human Target.

Hopping over to Marvel in 1974, where he followed Roy Thomas as editor in chief, Wein scripted several series, including *Incredible Hulk*, where he and artist Herb Trimpe introduced one of comics' most famous characters—Wolverine. That wasn't the end of his mutant milestones, as with artist Dave Cockrum he revived the dormant X-Men property with a new international cast. Its cadre of characters, including Storm, Nightcrawler and Colossus would shortly turn into comics' biggest phenomenon.

Returning to DC, Wein helped spur a creative revival at the company, editing *New Teen Titans*, *Camelot 3000* and *Swamp Thing*, which gave writer Alan Moore his American debut; shortly thereafter, Wein would preside over Moore and Dave Gibbon's groundbreaking *Watchmen*. Since then, Wein's credits in comics, animation and television writing have been numerous and well received as witnessed by his 2008 induction into the Eisner Hall of Fame.

ROSS ANDRU

An everyman and entrepreneur throughout his long career in comics, Ross Andru became the stalwart penciler of Marvel's *Amazing Spider-Man* in 1973, gaining a renown as one of the great Spidey artists. With a smooth, compact style that eschewed extraneous detail, Andru's artistic visions were grounded in a reality that engaged the medium's readers.

His career in comics began in 1951. With an education at the Cartoonists and Illustrators School and a gig drawing Burne Hogarth's weekly *Tarzan* strips behind him, the Cleveland native teamed with inker Mike Esposito to form not only a decades-enduring artistic partnership but their own company, MR Publications.

Their next company, Mikeross Publications, turned out such fare as the satirical *Get Lost* and the romance title *Heart and Soul*. The success of these initiatives fleeting in the face of an industry-wide downturn, Andru would often find himself splitting time between Marvel and DC. At Marvel, he mainly handled Western comics like *Annie Oakley*, while at DC, he contributed to Robert Kanigher's war comics like *Star-Spangled War Stories* and *Our Army At War*, wherein he drew the first appearance of Sgt. Rock of Easy Company in 1959.

His impressive performance with Esposito garnered him a chance to take over *Wonder Woman*, starting a nine-year-long run that would stretch through 1967 and find him depicting charming stories of Diana Prince's teenage years on Paradise Island. Another notable title that Andru would work on in the '60s was *Metal Men*. Leaping from *Showcase* to its own bimonthly title, Andru and Esposito crafted a sweet-natured heroic fantasy starring artificially intelligent robots.

A move to Marvel in the early '70s resulted in key work on *Marvel Feature*, in which he drew the first adventures of The Defenders, and *Marvel Team-Up*, his first regular foray on Spider-Man. Over the next five years, Andru would team with writer Gerry Conway and produce milestones including the first appearance of the Punisher, Harry Osborn donning the guise of the Green Goblin and the infamous Spider-Mobile. Completely at home in the cityscapes that Spider-Man called home, Andru's approach kept Spider-Man at the top of the sales charts through the decade. He also drew the first Marvel/DC crossover, *Superman vs. The Amazing Spider-Man*.

In 1978, Andru returned to DC in an editorial capacity, with his art focused mainly on covers, but his pencils would grace the interiors of books like *Atari Force*, *Jonah Hex*, *Vigilante* and *Blue Beetle*. He largely retired from the field by the late '80s and passed away shortly after his last work was published in 1993. In 2007, Andru and his longtime collaborator Mike Esposito were inducted into the Eisner Hall of Fame.

GIL KANE

A gentleman and master of the medium, Gil Kane gained elite status as a comic artist through the course of a storied career. The signature smooth and sinuous anatomy of his characters, vertiginous camera angles and dynamic action present in every page gave Kane's work a language all its own.

Born in Latvia in 1926 as Eli Katz, his family moved to Brooklyn, New York, three years later. He studied art in high school but left when he sensed an opportunity was in the offing with MLJ Comics (later Archie Comics). He would also do spot work for the other studios, but with World War II roaring, the young man enlisted in the Army and served in the Pacific.

Upon his return, he permanently adopted the pseudonym Gil Kane and got back to the business of creating comics. By the late '50s, Kane truly began to make his mark, introducing the new Green Lantern, Hal Jordan, in the pages of *Showcase*. To fill in time in his work schedule, he made a pitch to DC Comics to revive the Golden Age character Doll Man, this time updated with the name The Atom, and here, too, he struck gold.

His first work for Marvel included Hulk and Captain America stories, as well as a stint on *Captain Marvel*, which to Kane represented some of his finest work to date. He would gain greater acclaim for his run on *The Amazing Spider-Man* that included the first comics to buck the Comics Code. A few years later, he was also behind the drawing board for the pivotal "Death of Gwen Stacy" story line.

The '70s were a particularly fertile period for Kane, as he became Marvel's top cover artist, delivering dozens of iconic images. Teaming once again with his *Captain Marvel* collaborator, Roy Thomas, Kane gave life to the newly christened hero Adam Warlock and introduced the kung fu action hero Iron Fist.

Always searching to expand the audience, format and sophistication of the medium, Kane conceived and illustrated the independent graphic novel *Blackmark* in 1971. He also created the award-winning daily newspaper strip *Star Hawks* with writer Ron Goulart.

Much to the pleasure of comic-book readers, Kane's work appeared regularly until 2000, with brief stops in the '70s and '80s when he worked in TV animation. He was ushered into the Eisner Hall of Fame in 1997 and died three years later at the age of 74, leaving behind a legacy that has inspired generations of fans and artists.

BILL MANTLO

From the mid-'70s through the late-'80s, Bill Mantlo established himself as one of the most dedicated writers in the comics industry, writing hundreds of stories across dozens of titles, primarily for Marvel Comics.

Mantlo broke into comics as a colorist, but it wasn't long before he was given a crack at writing a fill-in story, a "Sons of the Tiger" story in the black-and-white *Deadly Hands of Kung Fu* magazine, and his true comics talent began to emerge. The quality of his work led to his installation as that book's regular writer, a tenure that included the notable achievement of introducing comics' first Puerto Rican hero, the White Tiger.

After achieving notoriety within the Marvel offices as a guy who could knock out credible fill-in scripts at a moment's notice, Mantlo was given more regular work. One early highlight was his 20-issue tenure on *Iron Man* that began the Golden Avenger's return to prominence. As one might expect from someone with such a volume of work, Mantlo was game to take on projects others dismissed, and he did it with an unfeigned aplomb that elevated the work.

It was on two licensed titles that Mantlo built his legacy. Inspired by a toy given to his son at Christmas, Mantlo lobbied Marvel to adapt Micronauts into an ongoing series. The award-winning epic he spun with artistic luminaries like Michael Golden and Pat Broderick is still highly revered by comics fandom as is his even longer run on *Rom*, wherein he developed a universe filled with Spaceknights, Dire Wraith monsters and outer space intrigue. Other notable credits in Mantlo's career include *Incredible Hulk*, *Alpha Flight* and *Spectacular Spider-Man*.

Just as Mantlo had begun a new career as a public defender with the New York City Legal Aid Society, he was struck by a hit-and-run driver and went into a weeks-long coma from severe head trauma. He has since been under constant medical care. The comics community has led multiple fundraisers to aid in the continuing care of a talented writer who is missed by his many fans.

Biographies researched and written by John Rhett Thomas

THE MARVEL MASTERWORKS LIBRARY

THE AMAZING SPIDER-MAN VOLS. 1-16
ANT-MAN/GIANT-MAN VOLS. 1-2
THE AVENGERS VOLS. 1-13
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CAPTAIN AMERICA VOLS. 1-7
CAPTAIN MARVEL VOLS. 1-4
DAREDEVIL VOLS. 1-7
DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-4
DOCTOR STRANGE VOLS. 1-6
THE FANTASTIC FOUR VOLS. 1-15
THE HUMAN TORCH VOLS. 1-2
THE INCREDIBLE HULK VOLS. 1-7
THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-8
IRON FIST VOLS. 1-2
KA-ZAR VOL. 1
MARVEL TEAM-UP VOLS. 1-2
MARVEL TWO-IN-ONE VOL. 1
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
RAWHIDE KID VOLS. 1-2
SGT. FURY VOLS. 1-4
THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-5
THE MIGHTY THOR VOLS. 1-12
WARLOCK VOLS. 1-2
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-8

THE MARVEL AGE

It was August 1961 and change was hitting the newsstands. *Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. These were real characters placed in extraordinary circumstances. They lived together, they fought among themselves—and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different—the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

The *Marvel Masterworks* series was created to give comic-book readers everywhere the chance to experience the greatest comics the world has known as they were originally presented.

THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over the heads of all Americans, a new entertaining escape from the newspapers' horrifying realities was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States.

At the forefront of this new medium was Timely Comics, a young company staffed by such legendary talents as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These skilled writers and artists created a vast array of characters that would give rise to the Marvel Universe!

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-6
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-7
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures and unimaginable monsters; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the '40s retooled to take on the threat of Communism. From Western gunfighters to crime to horror, Atlas had it all!

ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-4
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-3
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-6
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-4
ATLAS ERA VENUS VOL. 1

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